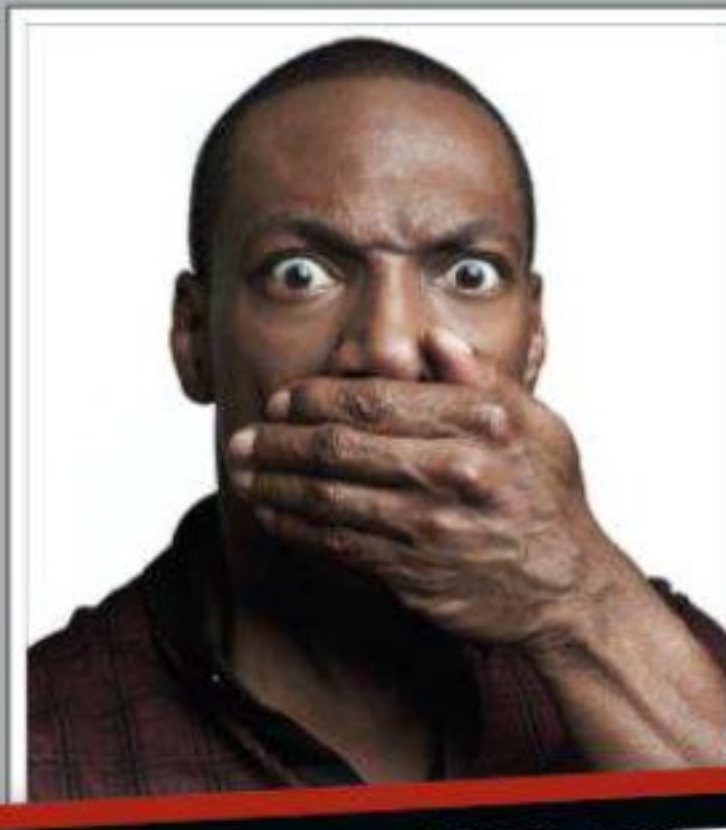
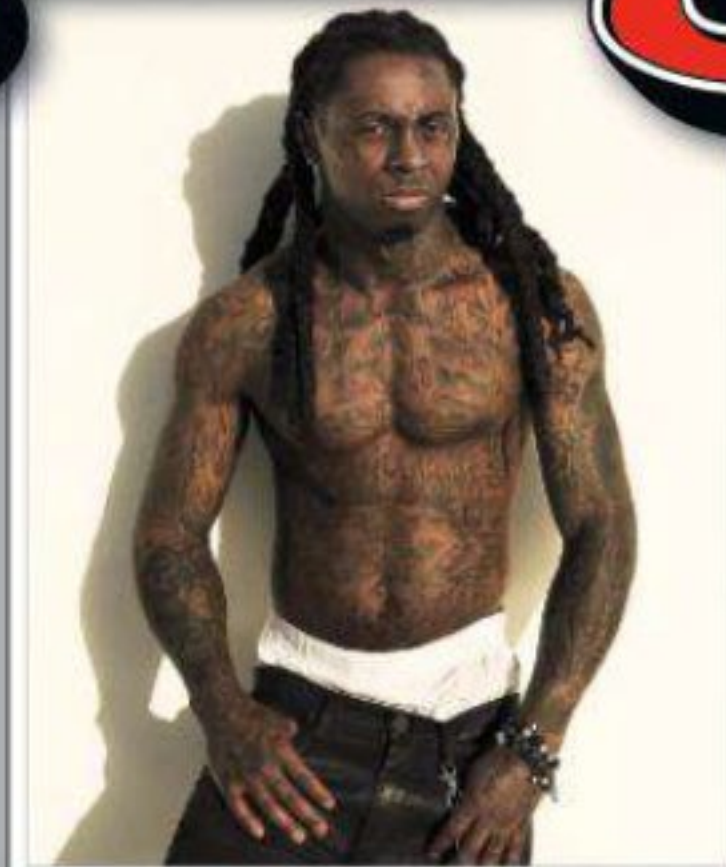
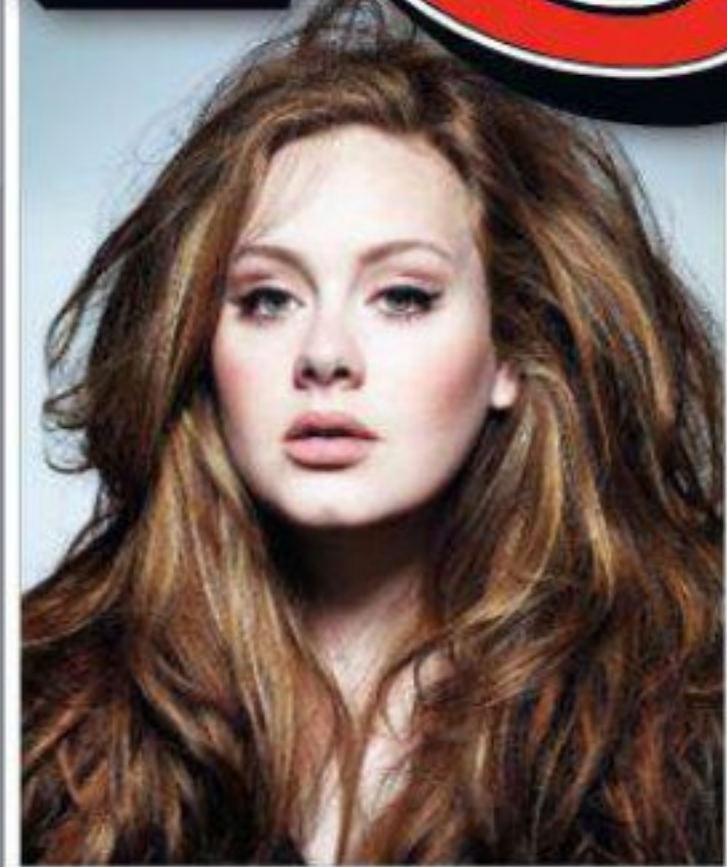


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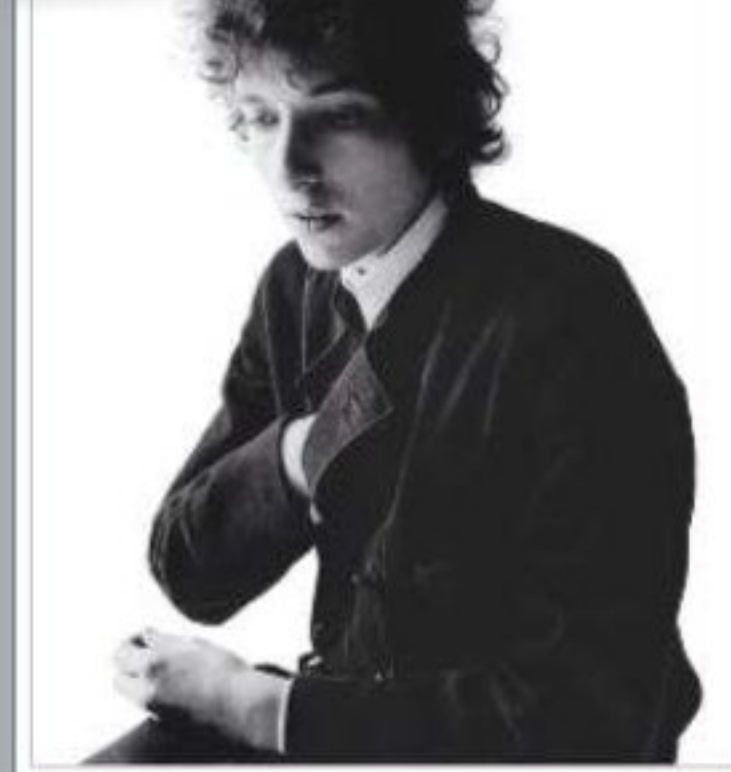
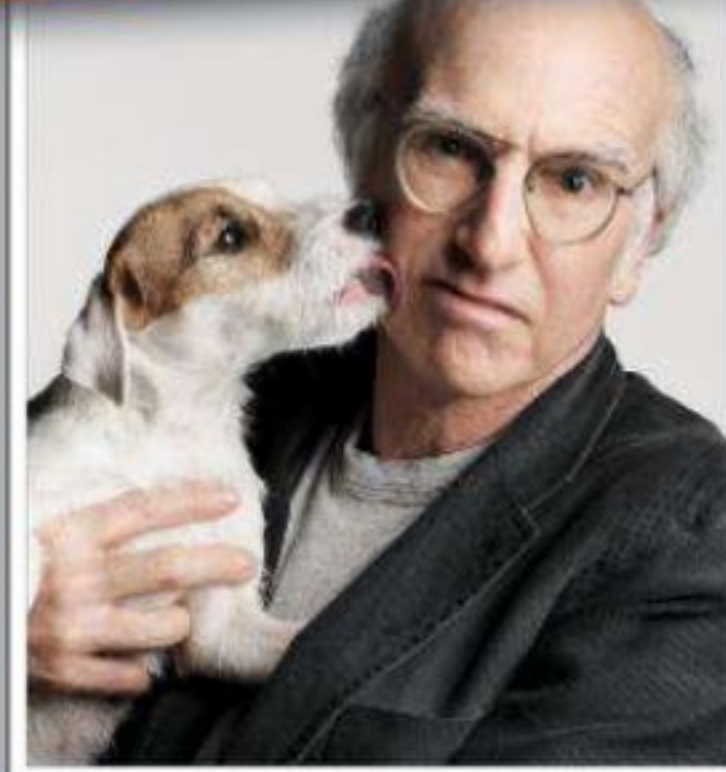
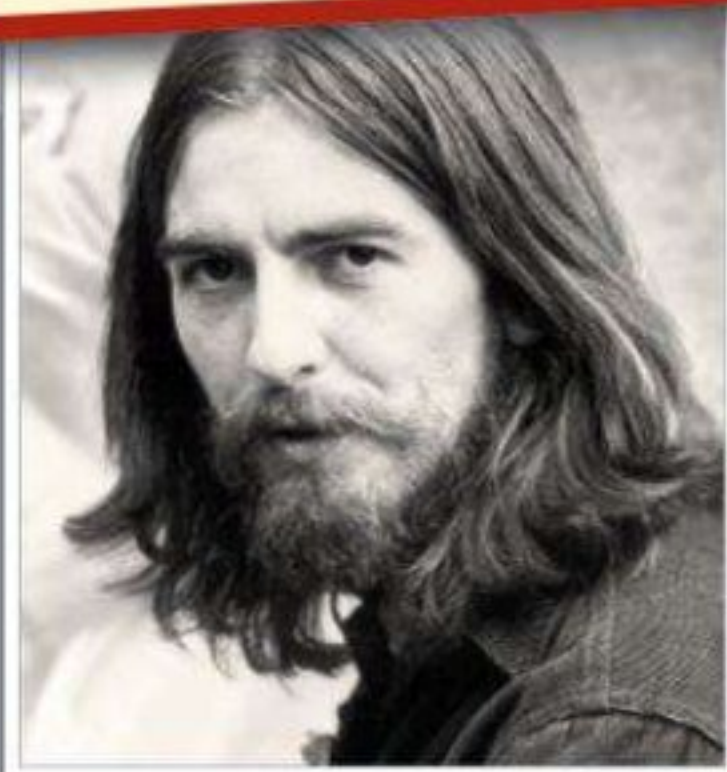


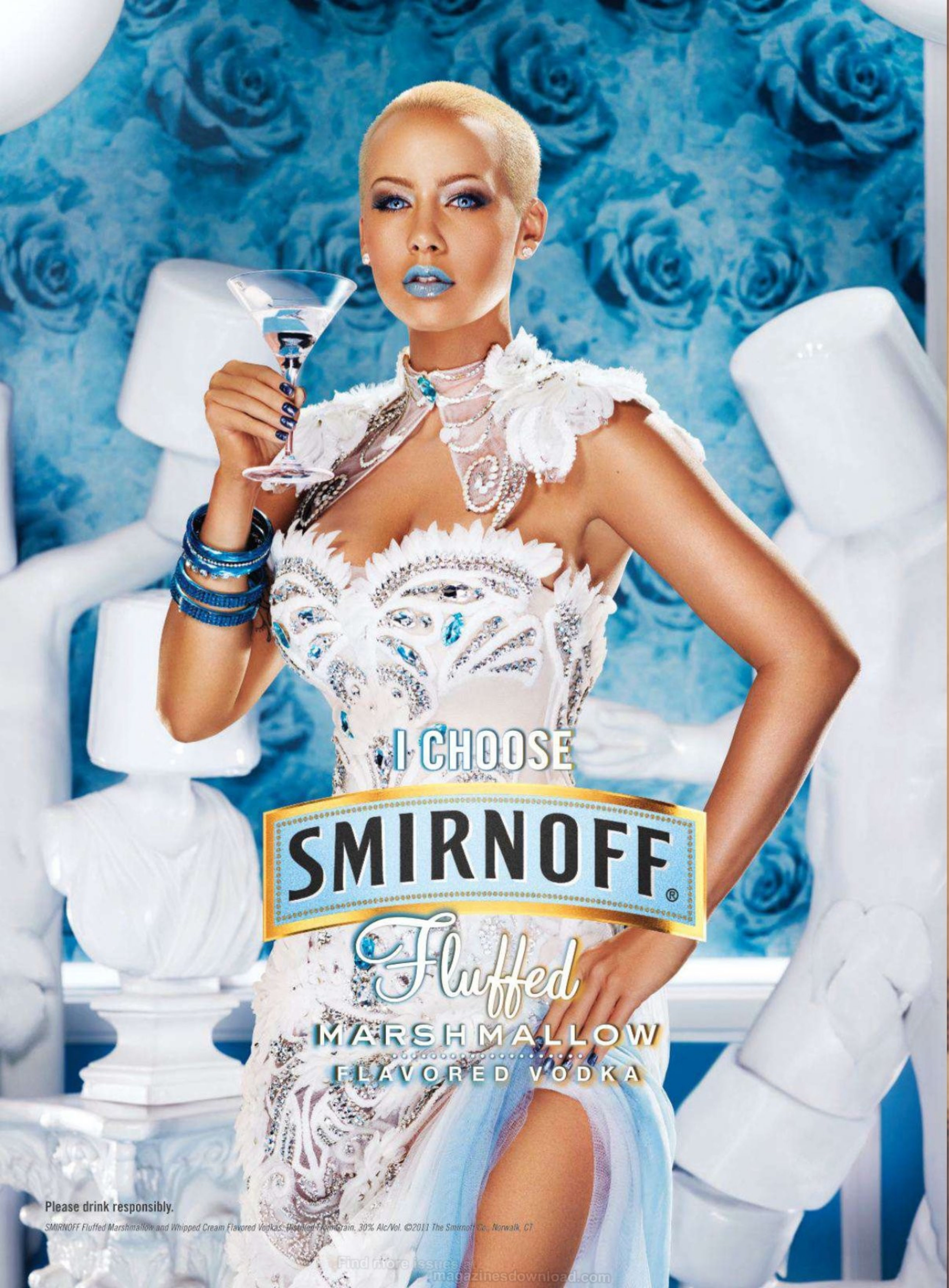
THE 50 BEST SONGS, 50 BEST ALBUMS & TOP 10 MOVIES

2011 IN REVIEW

Sting, Martin Scorsese, Chris Rock, Roger Waters, Bill Maher,
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THE REPUBLICAN PARTY'S CRACKPOT AGENDA





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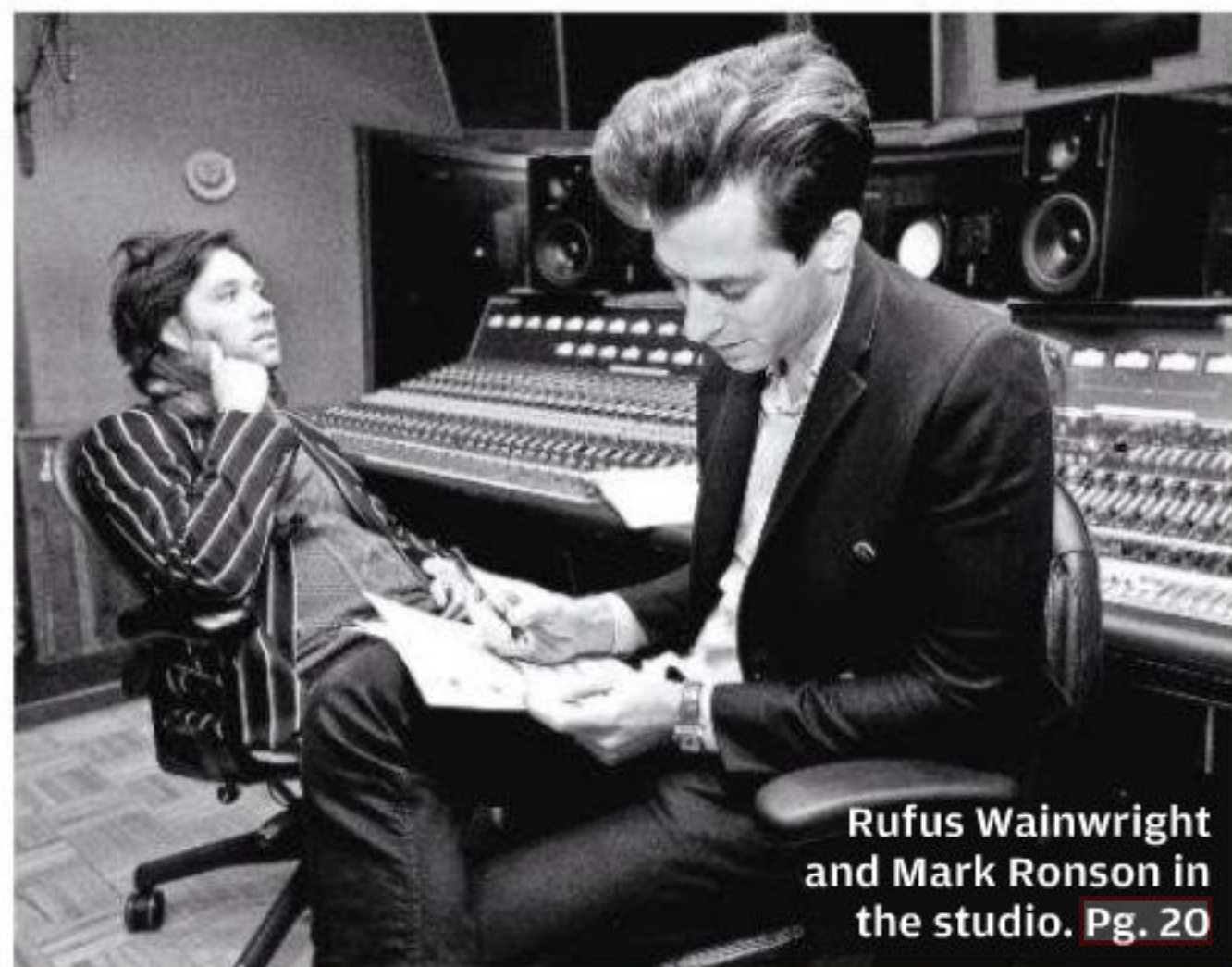
"ALL THE NEWS THAT FITS"

Browne and Dawes Re-Occupy Wall Street

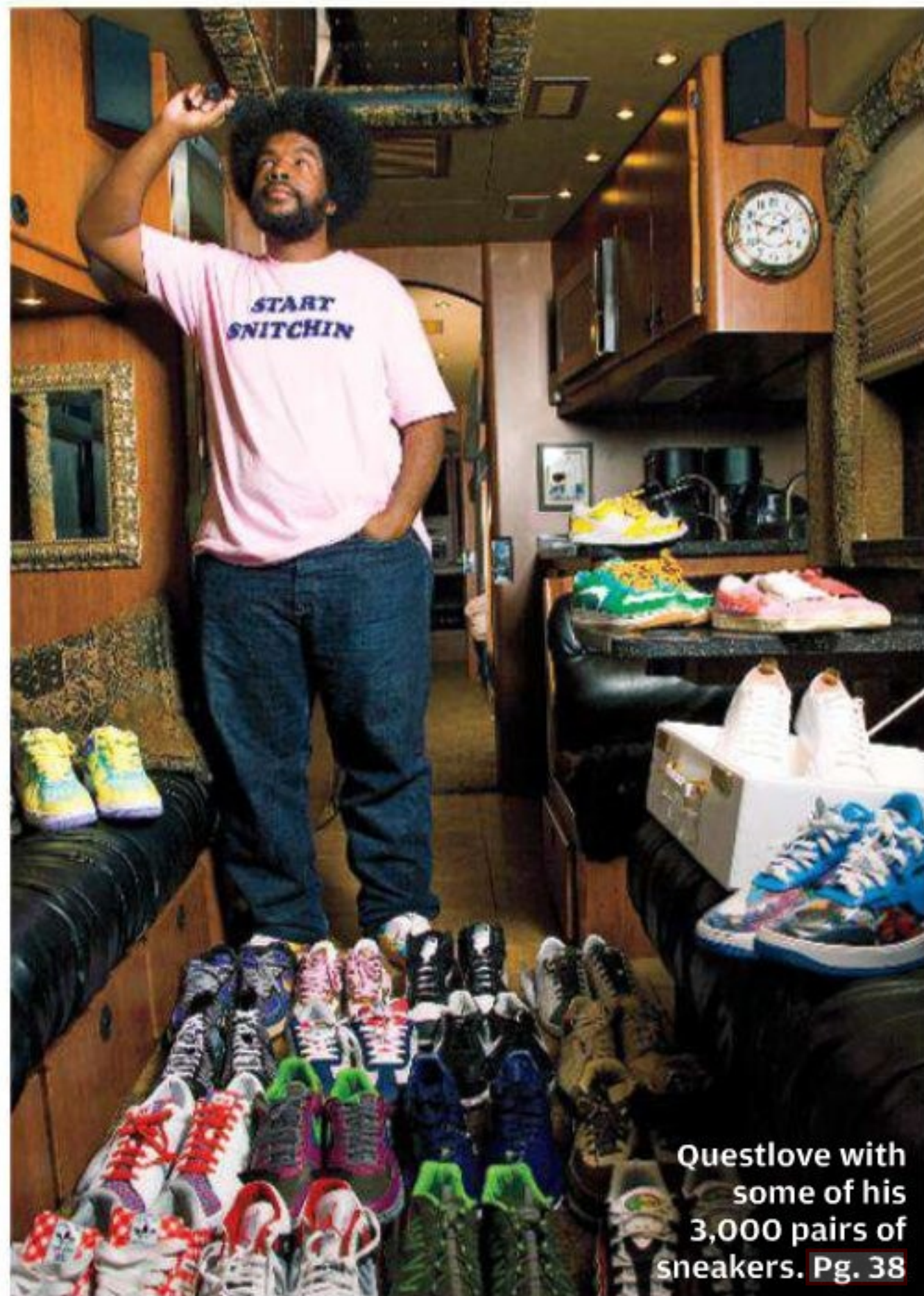
"It's such a relief to see people in the streets," says Jackson Browne. "You'd wonder what it was going to take for that to happen again." Browne debuted a new protest song at New York's Zuccotti Park, the main site of the Occupy Wall Street protests, backed by his friends in Dawes. "For me, being 26 years old, there's always been a negative connotation with the term 'protest,'" says Dawes' Taylor Goldsmith. "Now, for the first time, there's a pride that goes along with it."

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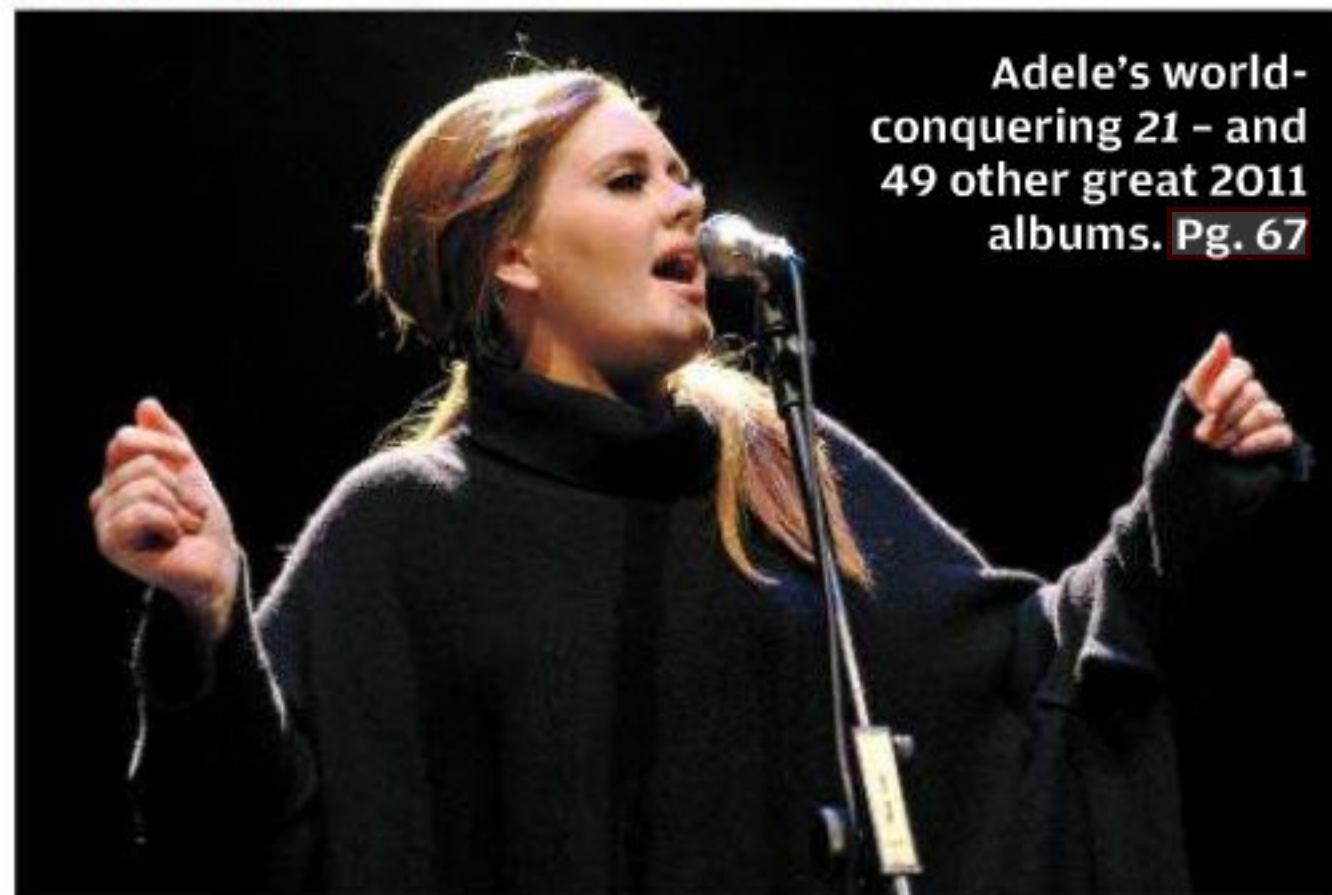
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Rufus Wainwright
and Mark Ronson in
the studio. Pg. 20



Questlove with
some of his
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Adele's world-
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ON THE COVER

Top row, from left: Adele photograph by Simon Emmett. Lil Wayne photograph by Mark Seliger. Zach Galifianakis photograph by Theo Wenner. Katy Perry photograph by Terry Richardson. Second row: Lady Gaga photograph by Ryan McGinley. Eddie Murphy photograph by Mark Seliger. Howard Stern photograph by Mark Seliger. Jon Stewart photograph by Albert Watson. Third row: George Harrison photograph by Arthur Steel/Mirrorpix/Everett Collection. Larry David photograph by Mark Seliger. Bob Dylan photograph by Jerry Schatzberg/Trunk Archive. Steven Tyler photograph by Theo Wenner.

FROM TOP: GUY EPPLE; DOMINIC EPISCOPO; ANDY SHEPPARD/REDFERNS/GETTY IMAGES

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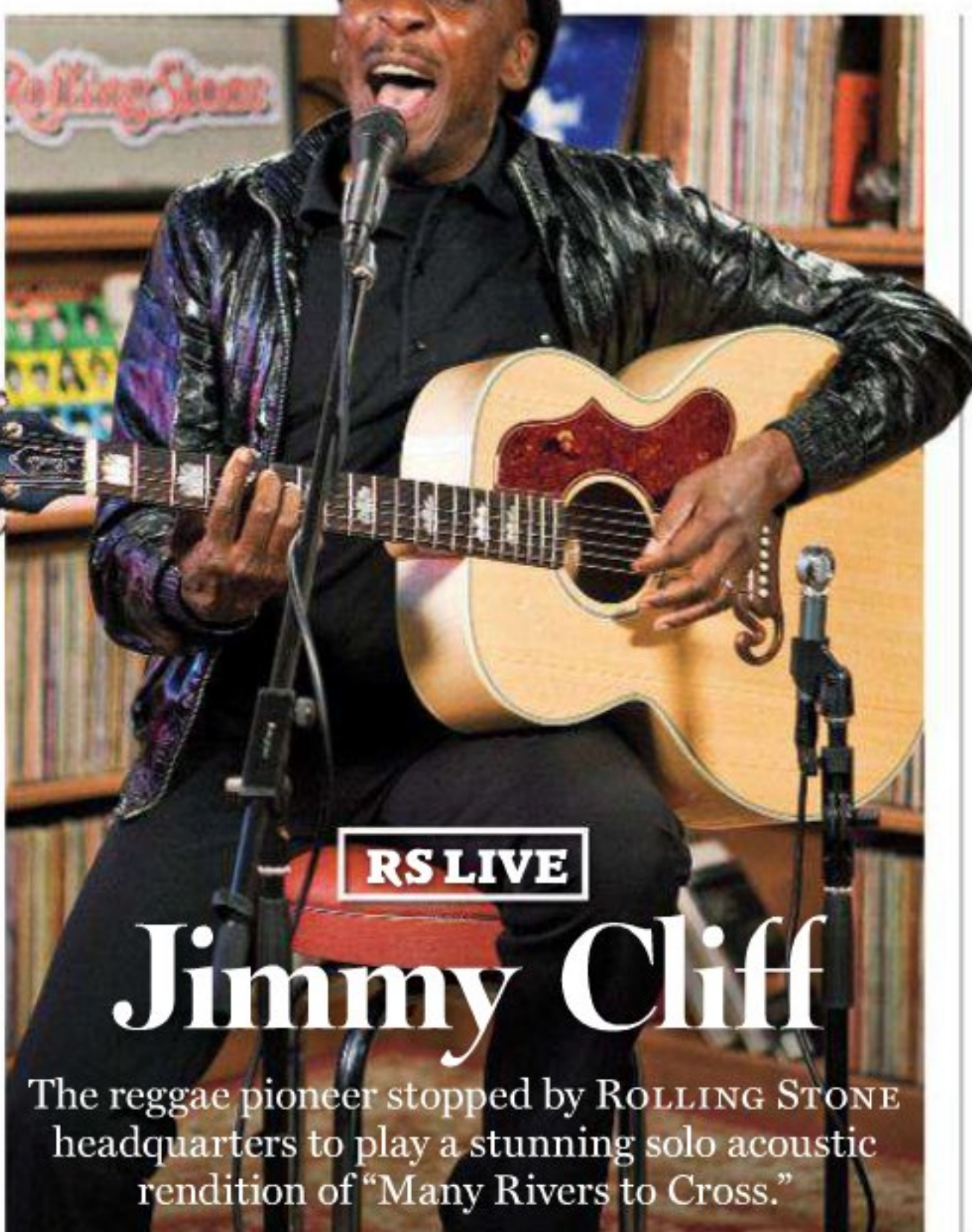
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RS LIVE

Jimmy Cliff

The reggae pioneer stopped by ROLLING STONE headquarters to play a stunning solo acoustic rendition of "Many Rivers to Cross."

Battle of the Divas

Rihanna has become a trend-hopping, hit-making machine, while Beyoncé's killer last album fizzled on radio. An in-depth examination of two different approaches to diva superstardom.



ROCK LIST

Your Favorite Xmas Songs

From Elvis Presley's "Blue Christmas" to Mariah Carey's "All I Want for Christmas Is You," rollingstone.com readers pick the 10 holiday classics that are guaranteed to jingle your bells.




Stone Temple Pilots Celebrate 20 Years

We talk to STP guitarist Dean DeLeo about the alt-rockers' anniversary-tour plans.

VIDEO

The Worst Movies of 2011

Peter Travers on the year's biggest onscreen disasters.

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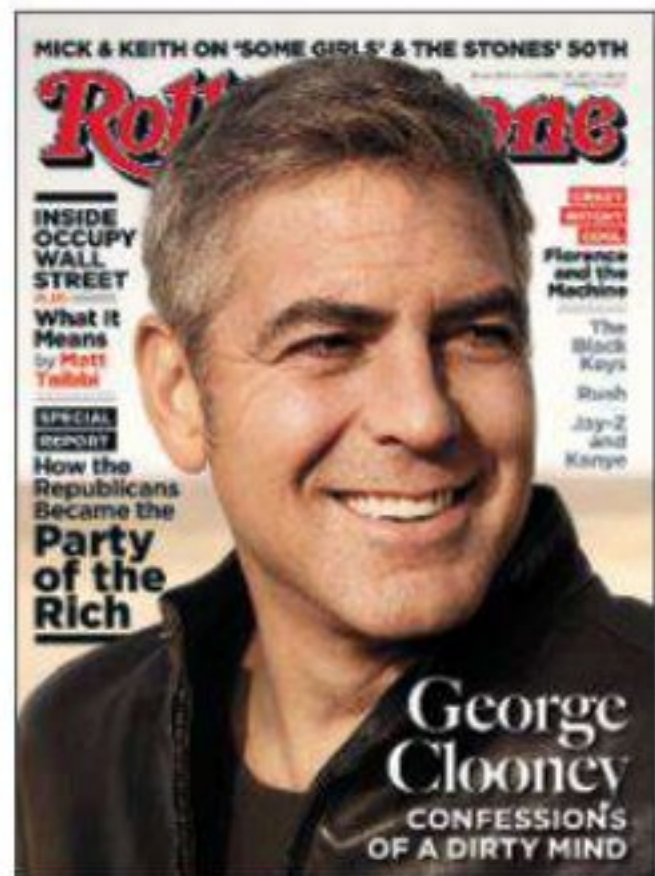
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HOLIDAY 2011 COLLECTION

Correspondence

{ Love Letters & Advice }



Clooney's Cool

NEVER HAVE I READ AN ARTICLE and felt so totally pulled in by not only the subject but the spectacular writing as well. Erik Hedegaard's piece on George Clooney ["Confessions of a Dirty Mind," RS 1144] was outstanding. I felt like I was in that living room listening to Clooney's soulful ruminations.

Alicia Tharp, Fort Wayne, IN

DID HEDEGAARD GET GLAMoured by Clooney? What an exercise in fluff journalism. I'm more curious about what Clooney brings to the table as a director and actor than his dating, farting or alpha qualities.

*Christopher Ramsey
DeLand, FL*

I WAS GAZING LONGINGLY AT the Clooney cover, and I saw it: the nose hair. Really, RS? Don't some of your folks airbrush for a living? I guess that's what makes George Clooney perfectly human after all.

*Lydia Priest-Ferraro
Fort Wayne, IN*

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GREAT STORY ON CLOONEY. I played a cameraman in *The Ides of March*. During the shoot, George was a lot of fun, cracking jokes and making everyone laugh. After we wrapped, he made a point of shaking hands with everybody. I could really relate to you referring to Clooney as being the same guy you see in the movies. Here's to the coolest guy in Hollywood.

*Seth Doherty
Via the Internet*

GOP Fat Cats

THANKS FOR TIM DICKINSON's illuminating yet depressing "The Party of the Rich" [RS 1144]. As a Democrat, I find it a bit disconcerting to think of the Reagan administration as the good old days of the GOP.

Gary Peck, Cleveland

"THE PARTY OF THE RICH" was very enlightening on the legislative strategy that the Republicans have used to become the best friends of the wealthy.

But what I was looking for was insight into how the Republicans persuade more than half the electorate to continue to vote them into office, against the best interests of themselves and the country, while simultaneously vilifying the Democratic Party. That's what's truly amazing.

Al Starck, Fredericksburg, VA

THE MORE I READ DICKINSON's article, the more physically ill I became. The fact that these congressmen have no conscience is sickening! How can they continue to back these tax cuts, while the majority of Americans struggle with everyday finances? After reading how despicable these people are, I'm appalled that I have voted Republican my whole life.

Tom Bushka, via the Internet

DICKINSON'S PIECE MAY just be the best article I've ever read in RS. Articles like this remind me why I subscribe.

Ross Ballantyne, Boston

Inside OWS

"WELCOME TO THE OCCUPATION," by Jeff Sharlet [RS 1144], was an inspiring glimpse into the reality of Occupy Wall Street. Sharlet really got to the heart and core of the movement. It's journalism like this that allows us to be individuals, as well as a community linked by passion and a voice. It's time to speak up for all humans, not just the one percent.

Courtney Hayes, Chicago

St. Tebow

MATT TAIBBI NEVER CEASES to amaze me – and his "God Fumbles!" article about Denver Broncos quarterback Tim Tebow [RS 1144] has done it again. His hatred of anything related to God or Jesus is so obvious. His bigoted, discriminatory rhetoric comes out in every article he writes. By the way, Matt, Tebow's record is five wins and one loss, so how is that schadenfreude coming along?

*Wayne Taralson
Via the Internet*

Matt Taibbi responds: I'm not bigoted against Christians. I just think that Tim Tebow trying to throw a forward pass looks like a moose trying to fuck a washing machine.

Rolling Stone and Spotify Team Up

WE ARE THRILLED to announce the new "Rolling Stone Recommends" app for Spotify subscribers. The program allows users to hear the best-reviewed albums and songs in the magazine, and to hear editor- and artist-curated playlists – starting with our list from this issue of the 50 best songs of 2011. "We are really excited about this," said Spotify founder Daniel Ek at a press conference in New York last month. "ROLLING STONE brings an editorial voice to Spotify, which is something our users always ask for. It's really just the perfect companion."



Spotify's Ek shows off the new RS app.

Spotify launched in the U.S. in July, and the music service now has more than 10 million users, and over 500 million playlists have been created by users. "We think Spotify is like the ultimate jukebox," added RS founder, editor and publisher Jann S. Wenner, who joined Ek onstage for the unveiling. "Every time you open your desktop, you have the history of recorded music staring you in the face. For us at

ROLLING STONE, Spotify presents an excellent opportunity to integrate music into our magazine and website, and to be with music fans wherever they are engaged."

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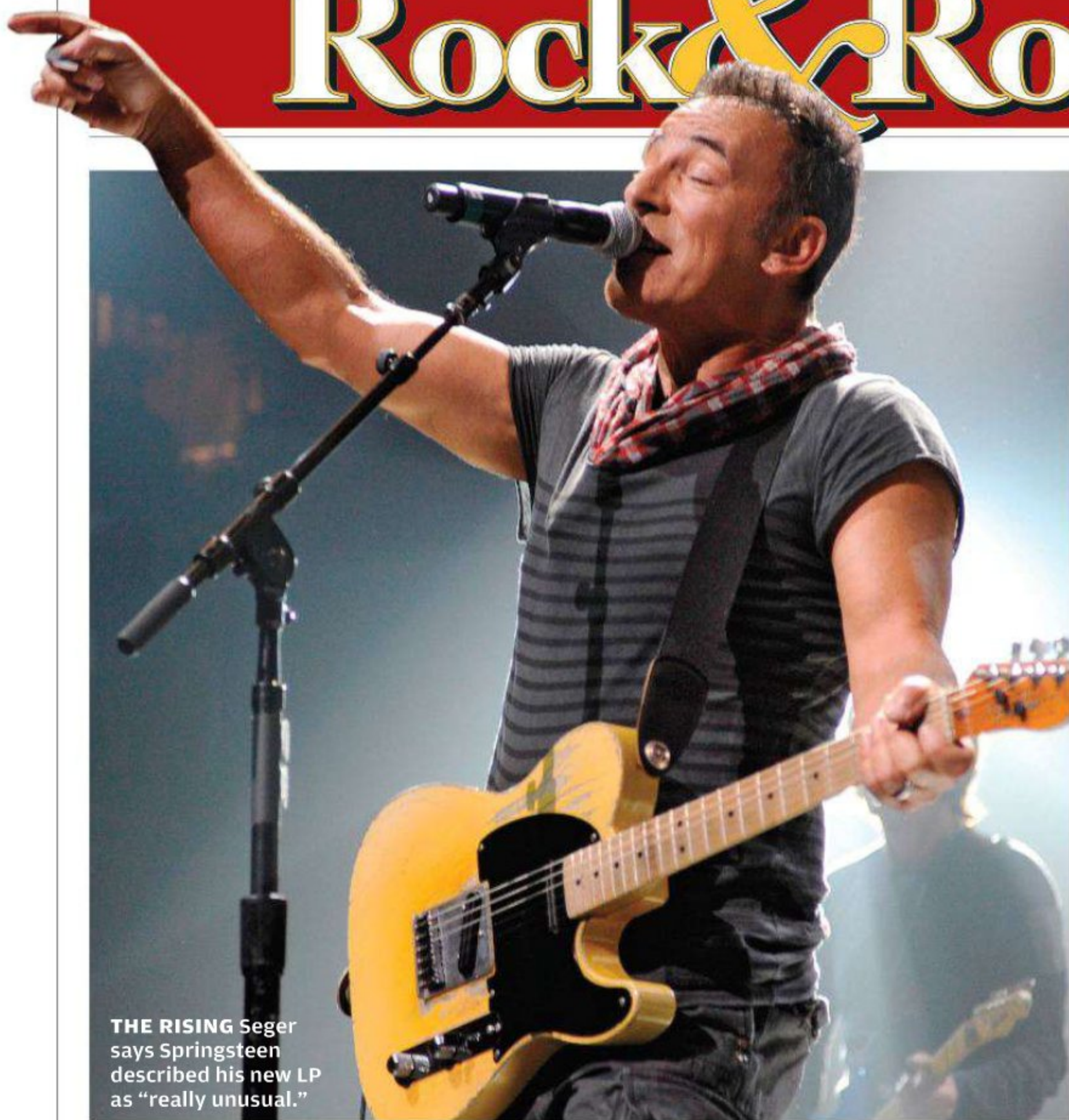
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Rock & Roll



THE RISING Seger says Springsteen described his new LP as "really unusual."

Springsteen Readies New LP, World Tour for 2012

Sources: Album hitting shelves early next year, U.S. dates begin in spring
By Andy Greene

AFTER TWO YEARS OF downtime, Bruce Springsteen is roaring back in 2012: According to multiple sources, he is putting the finishing touches on an album that he will release in the first months of the new year. "He's mastering it right now," says Bob Seger, who spoke with Springsteen back-

stage at Seger's New York show this month. "He's says it's really unusual and that it's the best thing that he's done in years."

To support the album, Springsteen and the E Street Band will embark on a world tour that will extend through most of 2012, starting with a two-month U.S. arena leg in early March, sources say – including a stop in Austin for the South by Southwest music festival, where Springsteen will deliver the keynote address. The U.S. dates will be followed

by a European tour of festivals and soccer stadiums that kicks off May 13th in Spain.

The question that hangs over the tour: how Springsteen plans to fill the void left by saxophone player Clarence Clemmons, the spiritual heart of the E Street Band, who passed away in June. At Clemmons' funeral, Springsteen made it clear that the band would continue: "Clarence doesn't leave the E Street Band when he dies," Springsteen said. "He leaves when *we* die."

The Music Biz Bounces Back?

Adele ruled the charts, U2 ruled the road, and Spotify ruled the cloud
By Steve Knopper

AFTER A DECADE OF piracy, lawsuits, layoffs and mergers, 2011 may turn out to have been the year the record industry finally began to turn things around. Spotify, Apple and Google each launched major cloud services (see [page 16](#)). And demonstrating the power of a worldwide smash, Adele's *21*, which sold 14.5 million copies globally, helped boost overall album sales by three percent in the U.S. "The record business is becoming a place where everybody can make some money," says Irving Azoff, Live Nation Entertainment executive chairman and manager of the Eagles and dozens of other top acts. "There's few enough players now where everybody can win."

There's still plenty of potential for pain, though. The smallest major label, EMI, was sold to Universal Music – if approved by regulators, the number of majors would drop from four to three, and layoffs and roster cuts are all but certain. And that three percent boost in sales still leaves the industry miles under its 2000 peak. "I'm cautiously optimistic and hopeful," says James Diener, president



of A&M/Octone Records. "But there's still a lot of work to be done before anyone could characterize the industry as definitively stable or, in fact, growing."

The Year of Adele

"I want to play you something," Adele told her manager, Jonathan Dickins, after leaving L.A.'s Harmony Studios last year. She fired up a CD-R of "Someone Like You" on his rental-car stereo, and Dickins got chills. "I knew that was the best song she'd ever written," he says. "That and 'Rolling in the Deep' – once I heard those songs, I knew the record was going to do well. But was I thinking, 'We're going to sell 14.5 million albums in 10 months'? No."

The record's domination – U.S. sales were 4.3 million and climbing as of mid-November – is all the more remarkable considering the singer was signed just five years ago to U.K. indie XL. (Her records are released in partnership with Columbia here.) "There are no tricks," says XL owner Richard Russell. "It wasn't because of any marketing or because she does more tweets than anybody."

Adele never even got to launch a major U.S. tour – the singer canceled two sets of dates due to vocal problems. In late fall, she underwent surgery, and has arenas on hold for 2012. "The recovery is phenomenal," says Dickins. "I don't want to rush her back, but we're delighted. Hopefully, we'll be in a good place to do something next year."

EMI R.I.P.

EMI, home of top acts from the Beatles and Pink Floyd to Katy Perry and Coldplay, finally hit bottom in February after its owner, private-equity firm Terra Firma, defaulted on a massive loan, leaving the label in Citigroup's



Adele

Rock Radio Blues

Last summer, the Red Hot Chili Peppers released "The Adventures of Rain Dance Maggie," a single the band expected would dominate airwaves for months. It didn't happen that way. Why? "There's a Number One record at alternative radio every week," says Peter Gray, RHCP label Warner's senior vice pres-



1



3



2

Triumph to Tragedy

U2 closed out the biggest tour in history (1), while Levine and Aguilera got career boosts from *The Voice* (2). Six died when the stage collapsed at the Indiana State Fair (3).

ident of promotion. "How many of them find their way onto the pop charts? Very few."

But the bigger problem is there just aren't that many rock stations left, a situation that got worse in July, when Chicago's Q101 and New York's WRXP – influential stations that helped break everyone from Coldplay to the Black Keys – abruptly flipped to talk formats. Overall, a Number One rock hit reaches just 12 million listeners, compared to 81 million for a Number One at Top 40 – a far wider gap than in 2009 or 2006, according to Nielsen BDS.



Coldplay

Music Rules Prime Time

When Iggy Pop thrashed his way across the *American Idol* stage in April, he was taking advantage of the best promotional tool music has left: prime-time TV. In its 10th season, *Idol* added star judges Jennifer Lopez and Steven Tyler, drawing more than 29 million viewers for its finale; *The Voice* – with an all-star panel including Christina

Aguilera, Adam Levine, Cee Lo Green and Blake Shelton – was a breakout hit. And shows from *Glee* to *Gossip Girl* continued to boost sales. "It's not a fad," says A&M/Octone's Diener, pointing to the big success of Maroon 5's "Moves Like Jagger" after Levine took the *Voice* gig. The show returns following the Super Bowl in February.

Road Gets Less Rocky

After a dismal 2010, the concert business rebounded this year – thanks in part to U2's monster 360° Tour, which wrapped after taking in \$700 million, making it the biggest of all time. At midyear, overall U.S. ticket sales had grown from 15.9 million to 16.7 million, an increase of 5.3 percent. Promoters learned to scale back – booking everyone from Adele and Paul Simon to Mumford & Sons and Bon Iver in theaters. (In 2010, soft sales had everyone from the Eagles to the Jonas Brothers canceling shows.) "When they ramp it down a little bit and play the right room, they not only sell extra tickets and make more money, they also create a huge buzz," says Andy Cirzan, vice president of concerts for Chicago's Jam Productions. And 2012 looks huge, with megastars including the Rolling Stones, Madonna, the Beach Boys, Lady Gaga, Bruce Springsteen and Adele eyeing tours.

Tragedy Strikes

On August 13th, the Indiana State Fair stage in Indianapolis collapsed in high winds, killing five fans and one stagehand. Days later, five more died and more than 140 were injured after winds knocked over stages and trees at Belgium's Pukkelpop Festival. The tragedies have forced promoters to reassess how they account for safety at outdoor shows everywhere. "Insurers are going to insist on it – the liability will only increase," says David T. Viecelli, agent for Arcade Fire. "People have to be more proactive about taking cover and shutting things down. You can no longer assume everything will be fine just the way it's always been."

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Digital Music's Cloud Revolution

From Spotify to Google, powerful new players battle for the future of music By Steve Knopper

THIS YEAR, THE DIGITAL-music revolution took its biggest step since iTunes launched in 2003. Over the past 12 months, Spotify made its U.S. debut; Apple released its iTunes Match cloud service; Facebook partnered with everyone from Spotify to MOG; and Google and Amazon each launched its own cloud-based music services. "We've seen a bit of a perfect storm this year," Daniel Ek, Spotify's founder and CEO, tells ROLLING STONE. "The world is getting more connected, and it's becoming more and more obvious that music belongs in the cloud."

The new cloud-music services are split into two categories: "digital lockers" like iTunes Match, Google Music and Amazon Cloud, which allow fans to store their digital collections online and stream them to any computer or device; and subscription services, from Spotify to long-running Rhapsody, which provide unlimited streaming for just about any song ever made.

Until this year, subscription services made up a tiny slice of the music business, but since Spotify's launch, premium customers have jumped to 2.5 million. (Google, Amazon and Apple won't divulge user numbers.) "We see most of the growth in the digital space in the next few years coming from service models based in the cloud," says Stephen Bryan, Warner Music's executive vice president for digital strategy. "We're really excited about that." Another major-label source goes a step further: "This is the year that we will point to in the future that was the beginning of the end for ownership as a model."

According to sources, Sony Music's purchase of EMI's music-publishing business (which owns the rights to 1.4 million songs, from Jay-Z's "Empire State of Mind" to Queen's "We Are the Champions") for \$2.2 billion in early

November was driven at least in part by the cloud revolution. The reason? Streaming services typically pay a royalty of a fraction of a penny per listen – which could add up to serious money for companies that control a huge catalog of songs. "It's much easier to go deep [into catalogs] than in an experience where you're purchasing music," says Steve Greenberg, head of S-Curve Records and a former Sony and Warner executive. "The larger my catalog is, the more like-

Big Machine, which doesn't release albums to Spotify until they've been out for a certain period of time. "I don't have that many titles, so fractions of pennies don't work for me."

But the formula for artist payments for Spotify, MOG and others varies widely, depending on contracts – and some say it could easily generate serious revenues as more users (and advertisers) pay for the services.

"Music has driven companies like Apple to the zillions of dollars of worth, so I understand people's frustration that the owners of those companies

and labels, because a royalty is paid every time you stream a song in your collection, whether you originally ripped it from a CD or downloaded it illegally. "It is one way to make someone pay for music they've already bought," says Syd Schwartz, a former EMI exec who is now a consultant to managers and labels. "It's pretty ingenious. I'm sure someone in an executive office at a major label is going, 'At least that's one way we can monetize the stuff people stole from Napster over the years.'"

"This year is the starting point," says Spotify's Ek. "We



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SPOTIFY

Free (with ads), \$5 a month (no ads), \$10 a month (mobile)

PROS Simple as iTunes and gets you unlimited spins of millions of songs. Free!

CONS Catalog doesn't include the Beatles, Led Zeppelin or key tracks by Bob Dylan.

THE BOTTOM LINE Music's best (legal) deal ever? Basically. Total game changer.

ITUNES MATCH

\$25 a year for cloud storage of 25,000 songs

PROS You stream from tunes already stored on Apple's servers, so you don't have to upload your collection. Upgrades ancient MP3s on your hard drive to high-quality files.

CONS Not free.

THE BOTTOM LINE You probably already use iTunes – this is a serious bonus.

GOOGLE MUSIC

Free for cloud storage of 20,000 songs

PROS Upload your songs and they sync to all your devices instantly. Super-smooth Android integration.

CONS Uploading takes ages. Warner artists not available.

THE BOTTOM LINE Must-try for Android users who want their tunes everywhere.

AMAZON CLOUD

Free for cloud storage of 1,000 songs, \$20 (per year) and up for more space

PROS An easy-to-use online locker with no storage limit – as long as you're willing to pay.

CONS Can get expensive – a one-terabyte collection would cost \$1,000 a year.

THE BOTTOM LINE Worth checking out for casual fans.

MOG

Free (with ads), \$5 a month (no ads), \$10 a month (mobile)

PROS Has most of the same features as Spotify, but better music discovery tools and a smart, curated home page.

CONS Web-based app isn't as slick as Spotify's software.

THE BOTTOM LINE With Spotify exploding, its less buzzy competitor is losing ground fast.

ly you'll be listening to something of mine."

So far, artist managers and lawyers say, Spotify's royalty payments are small – according to one source, if a song gets streamed 60 times, the songwriter receives roughly 9.1 cents and the artist gets 38 cents. As a result, more than 200 indie labels – as well as the Beatles', Led Zeppelin's and Bob Dylan's catalogs – aren't available on the service. "We put a lot of money into our artists, and a lot of time and development," says Scott Borchetta, president of Taylor Swift's label,

are reaping business that possibly belongs to rights-holders," says Irving Azoff, manager of the Eagles and dozens of other bands, as well as executive chairman of Live Nation Entertainment. "But I was very pro-Spotify. I'm pro all that stuff. Just the fact that you can't monetize it as much as you once could, that artists don't make as much off it, doesn't mean that [they can't make money] elsewhere in their careers – branding, live-touring revenue."

The iTunes Match and Amazon Cloud "locker" model is especially intriguing for artists

don't believe ownership is completely dead – people buy things that they like. But the great opportunity with Spotify is it's so social. People share what they're listening to."

Adds Zahavah Levine, director of content partnerships for Google's Android: "There's a bright future ahead."

ROLLING STONE has partnered with Spotify to offer playlists, reviews and much more – all with free streaming music. Go to rollingstone.com/spotify to learn more.



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DO IT AGAIN Jardine, Wilson, guitarist David Marks, Love and singer Bruce Johnston (from left)

Beach Boys Reunion in Trouble?

Planned Grammy reveal falls through, but band says shows will go on

ON NOVEMBER 30TH, 5.6 million fans tuned in to the televised Grammy-nominations show for what organizers advertised as “an announcement from a truly iconic group regarding their historic band reunion set to take place on the Grammy stage on February 12th, 2012.” But the announcement never came.

According to a *Los Angeles Times* report, the surviving members of the Beach Boys were set to unveil plans for a 50th-anniversary reunion on live TV – until talks with the band fell apart less than 48 hours before showtime. “There wasn’t a plan to appear at all,” guitarist Al Jardine claims. “I thought the Grammys might make the announcement. I don’t know what happened.” (The Recording Academy, which presents the Grammys, declined to comment.)

But despite the setback, all signs indicate that the Beach Boys are pressing ahead with their planned anniversary blowout – including new music, archival releases and a massive tour. An industry source says the band, which is negotiating with several promoters, has held dates at venues across the country for next year, and a source close to *Late Night With Jimmy Fallon* says the

group has discussed a week-long stint on the show this winter. “There will be a surprise at the Grammys,” adds Jardine. “We’ll do something really exciting. There’s a lot of interest in it, which is nice. It’s going to be a very big operation.”

Brian Wilson and Mike Love have toured separately for more than a decade – Wilson playing *Pet Sounds* and *Smile* in full, Love sticking to the band’s biggest hits. “We haven’t played together in a long time, so the fans are going to want to hear the hits,” Jardine says. “But there should also be the lesser-known ones that are so important.”

“We’ll do something really exciting,” says Al Jardine. “It’s going to be very big.”

And concerts are just the beginning. “It’s really remarkable,” Love says. “I don’t think anyone would have guessed in 1961 when ‘Surfin’ came out that we’d be a viable musical entity 50 years later. There are no real barriers to touring, videoing or anything. There are all kinds of possibilities.”

Mark Linnett and Alan Boyd, who produced this year’s *Smile Sessions* box set, are hard at work scouring the band’s archives for a possible career-spanning box or documentary.

Says Boyd, “We have an enormous amount of live material that no one’s ever heard in the Beach Boys’ vaults.”

The reunion won’t be all nostalgia: After hitting the studio together earlier this year for the first time in two decades to rerecord their 1968 hit “Do It Again,” the band members began demoing new material in the fall. “It sounded so good, we just decided to continue,” says Jardine, adding that the group has booked further sessions for December. “There are some new things that Brian has come up with that are really remarkable. ‘Do It Again’ was done in an afternoon. These songs will take a little more putting our heads together.”

So what does the Beach Boys’ new music sound like? “It should be uplifting, like a renaissance thing, you know?” Jardine says. “I think it’s going to be great. But it’s going to take a lot of work. Sometimes we get too meticulous. We want it to be perfect.”

After decades of lawsuits between members, Jardine says band relations are “not bad” at last: “That stuff doesn’t permeate the atmosphere. When you’re in the presence of greatness, you don’t wallow in that crap.”

Love agrees that the Beach Boys’ bad blood is a thing of the past. “Absolutely,” he says. “All that stuff is long forgotten.”

PATRICK DOYLE

IN THE NEWS

Michael Jackson doctor gets maximum sentence

After his conviction for involuntary manslaughter in the death of Michael Jackson, **Dr. Conrad Murray** was sentenced to four years in prison on November 29th, receiving the maximum sentence for the charge. The six-week trial painted a disturbing portrait of Jackson as emotionally distressed and dependent on the surgical sedative Propofol and other drugs in the weeks leading up to his death. Murray, who was found guilty of administering a lethal dose, is not expected to serve his full term due to jail overcrowding in Los Angeles County. “There is disappointment because I think he deserves a greater punishment than he’ll actually likely receive,” David Walgren, the case’s lead prosecutor, tells *ROLLING STONE*. At the sentencing, Judge Michael Pastor said that Murray “unquestionably violated the trust and confidence of his patient... and he had absolutely no sense of remorse,” citing the physician’s unapologetic behavior in an MSNBC documentary that aired four days after his conviction. Murray’s defense team plans to appeal the verdict. “Nobody is giving up,” says spokesman Mark Fierro.



Jackson

New Elvis exhibits coming to Graceland in 2012

Three exhibits commemorating the 35th anniversary of **Elvis Presley**’s death start rolling out January 5th with artifacts from his 1972 tour, family photos and items from public figures who were influenced by him, including **Bono**’s MacPisto outfit from **U2**’s Zoo TV Tour and one of **Bill Clinton**’s saxophones.

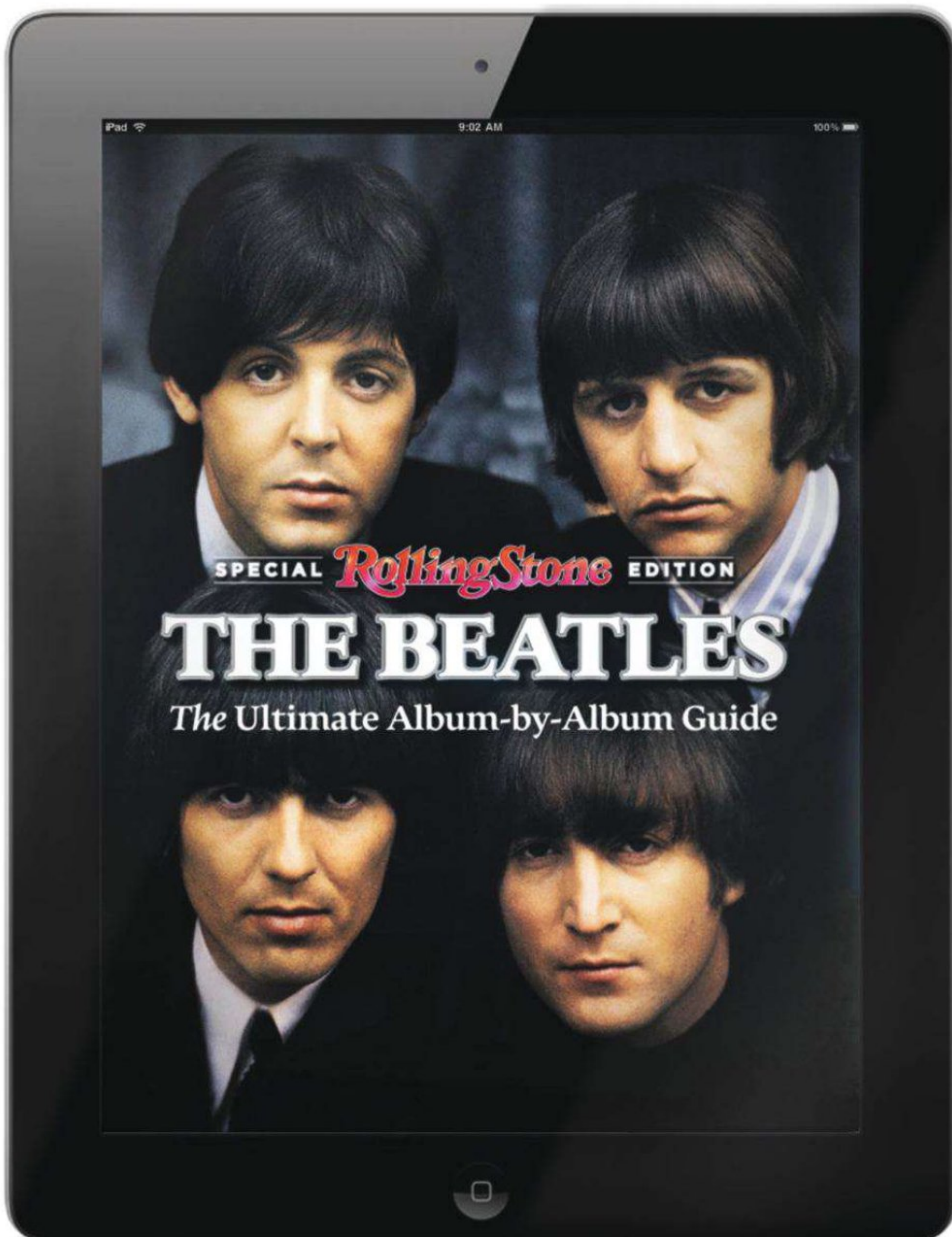
Kanye, Adele, Foos lead Grammy nominations

Kanye West topped the 54th-annual Grammy Award nominations with seven nods, including Song of the Year for “All of the Lights” – though West was surprisingly absent from the Album of the Year race, where Adele, **Foo Fighters** and **Bruno Mars** (with six nominations apiece) will face off against **Lady Gaga** and **Rihanna**. **Bon Iver** will vie for four awards, including Best New Artist and Song of the Year.



West

CLOCKWISE FROM TOP LEFT: L. COHEN/WIREIMAGE; MJ KIM/GETTY IMAGES; AL MORGAN/PHOTO IMAGE PRESS



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IN THE STUDIO



LET'S DANCE
Wainwright and his
producer and pal
Ronson in New York.

Rufus Wainwright and Mark Ronson Just Want to Have Fun

After heavy LPs and an opera, singer cuts loose with his hitmaker pal

AT MANHATTAN'S GLAM Sear Sound studio, Rufus Wainwright and Mark Ronson cue up a nearly finished take of "Out of the Game," the title track from Wainwright's seventh album. They nod along as they listen

Album Out of the Game
Due Out May 8th

intently to the instantly hummable, piano-driven tune. Could this be the hit that's always eluded Wainwright? "There's no reason for me not to have one," says the singer, a scarf wrapped around his neck to ward off the November chill. "I want to keep up with the Joneses. Or Johnses. As in Elton John."

Wainwright's poppy, accessible—even rocking—new LP is a stark contrast to last year's devastating *All Days Are Nights: Songs for Lulu*, released just two months after the death of his mother, folk great Kate McGarrigle. "My last album was very dark," he concedes. "It's

nice to be light and not conceive a cathedral of grief."

Earlier this year, Wainwright sent a few demos to Ronson, a longtime friend. "I became obsessed with them," says the producer. The duo tore through 16 basic tracks in just eight days, working with Sean Lennon and members of the Dap-Kings, the soul revival crew Ronson recruited for Amy Winehouse's *Back to Black*. Most are uptempo, like the Queen-ish rocker "Jericho," and "Rashida," set to a Fifties-style doo-wop piano. "I wanted to add a little swagger that you hadn't heard before on Rufus' records," says Ronson, who plans to add strings and horns to several tunes for "a David Bowie *Young Americans* feel."

Still, Wainwright isn't looking to totally lose what he calls "the romantic Rufus." The ballad "Montauk," which features just Wainwright's voice and cascading piano, envisions a future visit by his 10-month-old daughter, Viva (Wainwright shares parenting with his partner, Jörn Weisbrodt, and Viva's mother—Lorca Cohen, daughter of Leonard). When his aunt Anna McGar-

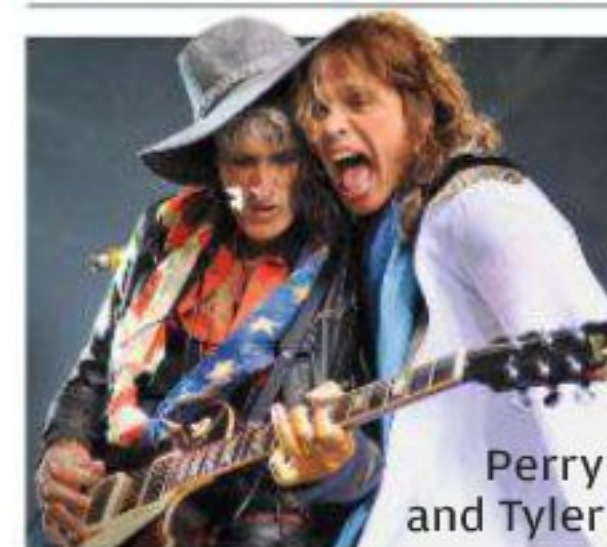
rigle drops by the studio later that day, Wainwright cues up the hushed acoustic "Candles"—a tribute to his mother. Afterward, an enthused McGarrigle asks, "Have any more of those?"

The sessions were intense. Ronson insisted on recording live to tape, and "Jericho" needed 19 takes. But Wainwright says it's been a welcome break from higher-brow projects like his recent opera, *Prima Donna*, which was originally commissioned by New York's Metropolitan Opera and Lincoln Center Theater but premiered in the U.K. in 2009 after a falling-out. "After working with mediocre conductors and huge symphonies, this has been a fun vacation," he says. "I always make lush albums, which I adore—but I've made enough of them for now. Singing with a rock band feels very natural to me."

After one more take of "Montauk," Wainwright heads to an opera—but not before making an off-the-record wisecrack about another pop star. He regrets the comment almost immediately, but chalks it up to his new rock & roll side with a laugh: "I'm being all mouthy and hetero!"

DAVID BROWNE

STUDIO NOTES



Back in the saddle:
Aerosmith rock on

"Aerosmith records are kind of finicky things," says guitarist Joe Perry. "We put them out when it's right." It's been more than seven years since the last one—and the band canceled a planned album with producer Brendan O'Brien. But over the summer, Aerosmith finally made progress on a new album, produced by their *Toys in the Attic*-era collaborator Jack Douglas. They hope to put it out as early as next spring, followed by a U.S. and European tour. "We have a bunch of great tracks, or soon-to-be-great tracks," adds Perry, speaking from a South American tour stop with the group. "And we're going to work on finishing it this winter and spring. It's going to sound like an old [Aerosmith] record, with that kind of vibe." The best news for the band's fans? After hitting a rough patch in recent years, Perry and Steven Tyler are getting along: "We're nose to nose every other night onstage, and we're traveling together, and it's like everything's cool." BRIAN HIATT

ZZ Top rev back up with producer Rick Rubin

After three years of writing, recording and waiting, ZZ Top will release their first



Gibbons

album with producer Rick Rubin in the spring. That period, says guitarist Billy Gibbons, was "broken up with incessant touring." The upside: "When you add up the days in the studio, it hasn't allowed us much time to do much else than plug in, straight into the amp, and play it as a trio." But the Texas blues boys are "still not afraid of experimenting," Gibbons insists. "We've had our fair share of happy accidents along the way." The title, of course, will probably "be something Mexicano—El-something. People thought [1983's] *Eliminator* was *El Iminator*," the guitarist notes with a growling chuckle. "But it works for us." DAVID FRICKE

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IN THE NEWS

Chili Peppers announce 2012 U.S. tour

The Red Hot Chili Peppers will kick off their first stateside tour in almost five years on January 25th in Charlotte, North Carolina.

"I've never been ready for the first show of a new chapter," **Anthony Kiedis** recently told **ROLLING STONE**. "I get ready just enough so I know, somehow, I can make it work. Get the spit, get the glue, hold it together." In other news, **Phish** frontman **Trey Anastasio** will hit the road on his Winter Symphony Tour, performing with local orchestras in four U.S. cities starting February 9th in Atlanta.



Kiedis

Sugarland sued by stage-collapse survivors

The country duo were named in a November 22nd lawsuit filed by 44 survivors of the Indiana State Fair stage collapse, which killed seven people in August. Fair producers and stage riggers were also named. "This tragedy could have been prevented if the responsible parties had been concerned about the concertgoers that night," said attorney Mario Massillamany.

Waters to marry, Lily Allen welcomes baby

Pink Floyd founder **Roger Waters** will wed Laurie Durning, his fiancée of seven years, before his *Wall* tour resumes next year. "It just seems like a good time to do it," says Durning. In other news, Allen welcomed a baby girl with husband Sam Cooper on November 25th.

TRIBUTE

Ken Russell, 'Tommy' director, dies at 84

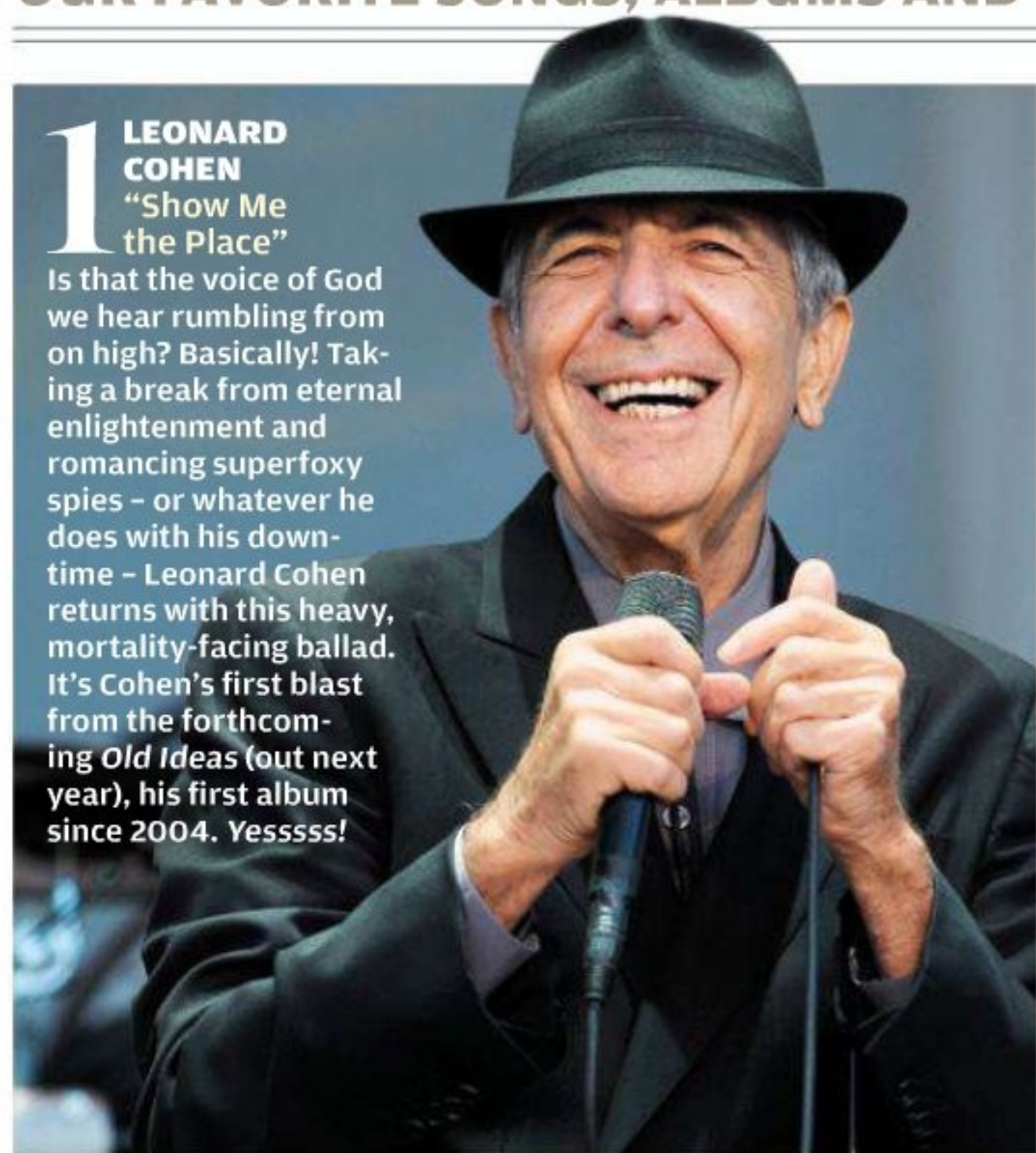
British filmmaker Ken Russell, who directed **Roger Daltrey** in the 1975 film version of the **Who's Tommy**, died November 27th in England after a series of strokes. He was 84. Russell's provocative films often broached themes of Christianity, sexuality and the lives of composers like Franz Liszt, played by Daltrey in 1975's *Lisztomania*. *Tommy*, which co-starred **Elton John** and **Tina Turner**, earned **Pete Townshend** an Oscar nomination for its score.



CLOCKWISE FROM TOP LEFT: MARTIN PHILBEY/REDFERNS/GETTY IMAGES; OWEN SWEENEY/REX USA; DERREN NUGENT/NEWS.COM; JOHN CARDER BUSH; LARRY ELLIS COLLECTION/GETTY IMAGES; GARETH CATTERMOLE/GETTY IMAGES; LEX VAN ROSSEN/REDFERNS/GETTY IMAGES

1 LEONARD COHEN "Show Me the Place"

Is that the voice of God we hear rumbling from on high? Basically! Taking a break from eternal enlightenment and romancing superfoxy spies - or whatever he does with his downtime - Leonard Cohen returns with this heavy, mortality-facing ballad. It's Cohen's first blast from the forthcoming *Old Ideas* (out next year), his first album since 2004. Yesssss!



2 OF MONTREAL "Wintered Debts"

On his latest mindfuck space odyssey, Of Montreal's Kevin Barnes sings, "Tried to call you from a bathroom in São Paulo/But I was too drunk to formulate any sort of earthly language." No worries, bro! That totally happened to us in Miami with Rick Ross.

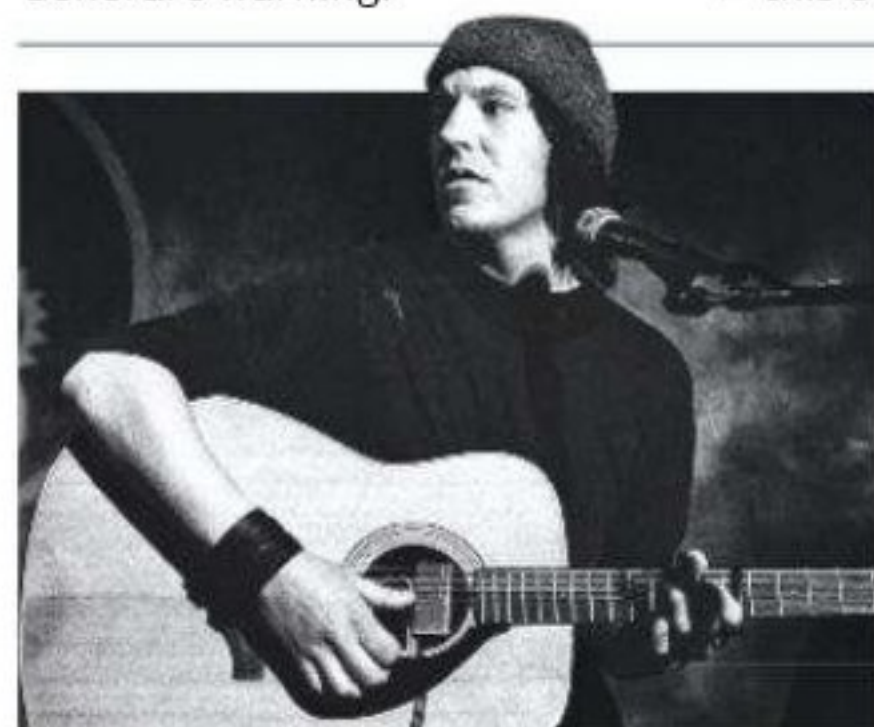


3 RY COODER "Wall Street Part of Town"

The most awesome Occupy Wall Street song yet. On this power-to-the-people stomper, the great Ry Cooder howls over mandolin and Stones-y guitar: "We're in trouble again/But this time we've got friends."

4 WILLIE NELSON "Smoke! Smoke! Smoke! (That Cigarette)"

Willie's new cover of Tex Williams' 1947 novelty hit - a tasty blast of barroom piano and fiddle-laced talking blues - is so addictive that it should come with a Surgeon General's warning.



5 THE ROOTS "The Other Side"

On the standout cut from the Roots' new LP, *Black Thought* spits desperate rhymes over a skull-busting Questlove beat and neosoul bud Bilal kills it on the haunting hook. If you don't like this one, you don't like the Roots.



6 ELLIOTT SMITH "Misery Let Me Down"

Elliott Smith is like indie rock's Tupac: Eight years after his tragic death, brilliant unreleased tunes are still turning up. This quietly stunning Beatles-y weeper, recorded at a mid-Nineties radio session rehearsal, is one of the best. R.I.P. 4EVA.

7 KATE BUSH FEAT. ELTON JOHN "Snowed in at Wheeler Street"

Dueling divas! Kate and Elton rip into this duet about star-crossed love, backed by whooshy synths, plinky piano and an angel's heartbeat.

8 BEN WATERS AND THE ROLLING STONES "Watching the River Flow"

Wonder what the Stones would sound like if they reunited with OG bassist Bill Wyman next year? Check this loose, Big Easy-ish Dylan cover that Mick, Keith, Charlie, Ronnie and Bill (inset) cut with piano pal Ben Waters last spring.



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Bob Seger

The Detroit rocker on jamming with Bruce, songwriting secrets and 50 years of old-time rock & roll

By Austin Scaggs

AN HOUR AFTER WALKING OFFSTAGE AT Madison Square Garden, Bob Seger is still buzzing in his New York hotel room. The blowout December 1st show, which included a rare run through Seger's classic version of "Little Drummer Boy" ("They lit the tree at Rockefeller Center yesterday, so I said, 'Let's pull it out!'"), featured one other seriously big surprise: Bruce Springsteen, who helped his buddy rip through "Old Time Rock and Roll." "He sang his ass off and played great," Seger says. The Detroit rocker—who just released the two-CD *Ultimate Hits: Rock and Roll Never Forgets* and remastered versions of his seminal live albums *Nine Tonight* and *Live Bullet*—will get back to work on his first studio LP since 2006 when he gets off the road in January.

What are your best memories from this tour so far?

Tonight was a kick in the head. Introducing Bruce at the Garden was ungodly, as you could imagine. Before the show, Bruce showed up. I said, "You wouldn't want to come up, would you?" "Yeah." "All right!" We were singing it in the dressing room, everybody's taking pictures. Oh, man. We sound good together, we really do.

What amazes you most about Springsteen?

Oh, my God, I don't even know where to begin. He reminds me a lot of me. He works really hard on his music. I'm working on an album, and I'm going to send him some of it—I told Bruce, "Get ready!" I think an artist's greatest enemy is their history, and it seems like both of us are trying to stretch away and try something a little different.

What songs have gotten the biggest responses on this tour?

"Turn the Page" is always huge. "Old Time" is huge, "Mainstreet" is huge and so is "Fire Down Below." Everybody seems to like "Sunspot Baby," even though it wasn't a hit. The women like that song—they're always smiling during that one. But we've had a good response to the whole show. My favorite one to do is "Hollywood Nights." It's just a treat to do it.

This year marked your 50th anniversary as a recording artist. When was the first time you heard your voice on the radio?

I think I was out on Haggerty Road in Commerce Township, Michigan, in 1966. We were driving to the gas station out there, because gas was 19.9 cents a gallon. We pulled up in our station wagon and heard "East Side Story," my first single.

Do you remember where you were when you wrote "Night Moves"?

My God, I don't. I was probably on the road, because that was right after [1975's] *Beautiful Loser*. I wrote it in pieces. The first two verses I had for a long time and I thought they were really good, but I couldn't figure out how to finish it until I heard Bruce do "Jungleland." He had two separate, completely different bridges, so I did that too, and that's how I finished it.

I heard you're a fan of Keith Richards' memoir. What are your favorite parts?

I love the way he talks about taking the E string off his guitar and writing songs with only five strings. What a writer! I read that part very carefully.

John Fogerty once told me he wrote songs while staring at a blank wall. Do you have any secret techniques?

I'm the same way. I try to have a view of the woods when I'm writing lyrics—there's a lot of staring out the window. If my lyrics are 10 percent better than someone else's, it's because I really beat myself up writing these lyrics. It's true of Don Henley, too. He calls it "blood on the page," trying to come up with something that's a little bit better than the norm, to go a little deeper.

When will we get to see you again?

I'll tell you at the end of the tour. I'm 66 years old and I feel pretty good right now—so as long as I can sing good, I'll keep doing it.

You look like you've lost weight recently.

On tour, it just falls away. Violent exercise up there. My wife is a fantastic cook, and so is her mom, but I'm going to try to keep it off this time.

So when will you pass out tonight?



Probably not until three. We ordered some pizza, and there's probably a movie in my future. I'm just wired from the show. I'm all excited.



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IT'S READY. ARE YOU?



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moving forward

2011 Season: Why We Watched

A final toast to a year of warlock's blood, meth chefs and Kardashian nuptials By Rob Sheffield

IF ANYONE HAD THE LINE that summed up this year, it would have to be Snooki. When the *Jersey Shore* gang traveled to Italy, she had these poignant words: "*Como se dice* 'This sucks balls'?" Good question, Snook. And more than ever, TV is where we went for the answers. As American culture found whole new ways to suck balls, TV got right to the heart of it all, from sublime drama to reality sleaze.

The 'Breaking Bad' finale

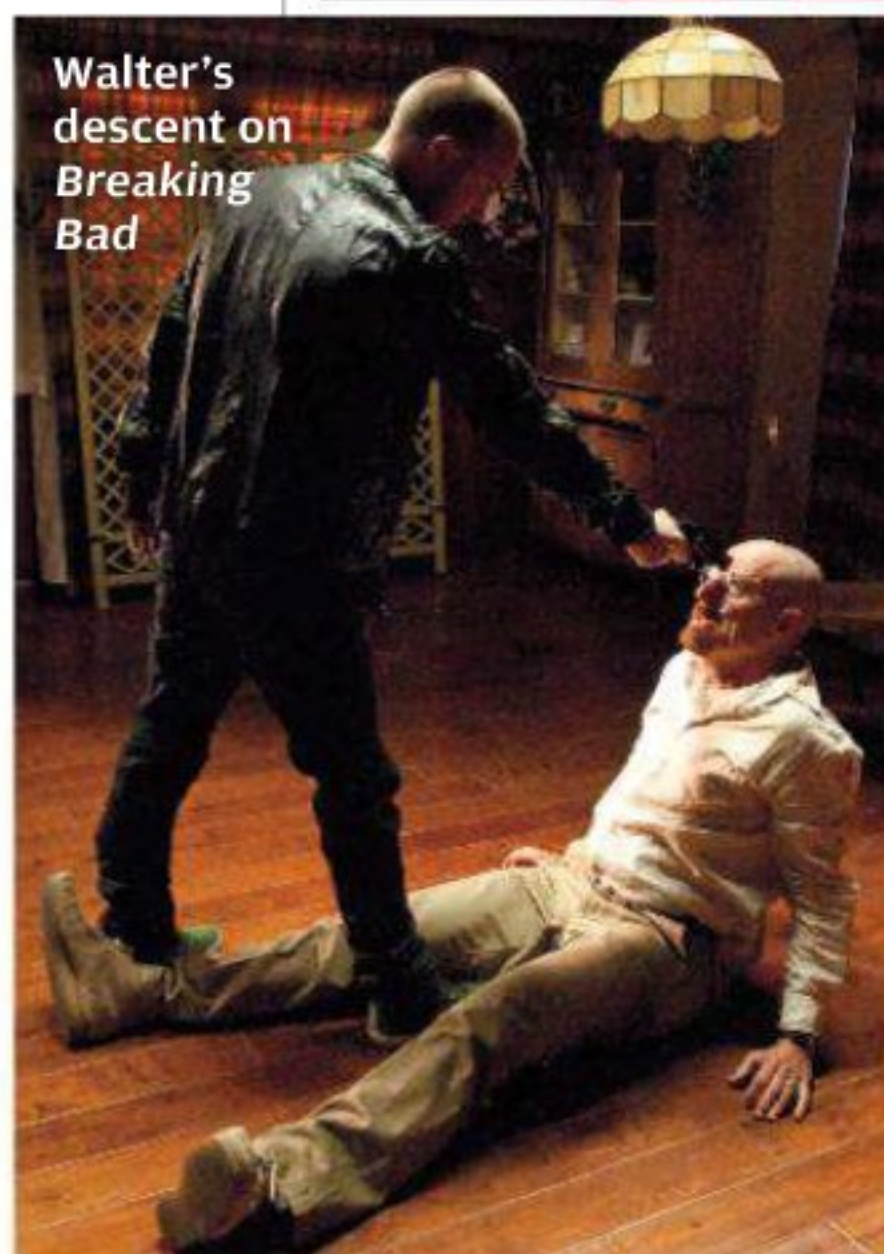
The hands-down best drama on TV is a terrible commercial for meth, because most of us need a muscle relaxant or a stiff drink to get through the unbearable tension in each episode of Walter White's American journey into his own twisted soul. The killing of kingpin Gus Fring was Walter's ultimate triumph, but it's also Walter's ultimate defeat, because he's escaped nothing. More than ever, Walter is at the mercy of his most ruthless enemy – himself. That's the most painful twist – Walter likes it this way, and after killing Gus, he's prouder of himself than ever. Which means he's still on the hook – and so are we.

The 'Critical Film Studies' episode of 'Community'

The greatest half-hour of TV that aired in 2011, no question. All the absurdist satire – a parody of *My Dinner With Andre*, for fuck's sake – lurches into an intense moment of human interaction, as two twits struggle to have a "real conversation." ("You know who has real conversations? Ants! They talk by



Adam Levine on *The Voice*



Walter's descent on *Breaking Bad*



Game of Thrones' bloodbath



Charlie's angels

vomiting chemicals into each other's mouths! ... Humans are more evolved. We lie.") Pure genius – no wonder NBC has it on the chopping block.

Ned Stark's execution on 'Game of Thrones'

The good guy gets the ax? Right down to the final minutes, it seemed unthinkable they would chop off the head of the one noble warrior in this corrupt kingdom. Sean Bean's last human gesture – spotting his daughter watching helplessly in the crowd – made an already audacious scene devastating.

The 'Parks and Recreation' drink-off

Parks and Rec jumped from one high to another all year, but the most shocking moment had to be the arrival of Tammy One – the ex-wife whose evil powers can make Ron Swanson shave off his mustache. Leslie gathers all the terrifying women in Ron's life to battle for his

soul in an "old-fashioned prairie drink-off." They heroically reunite the man and his 'stache, even though he warns them about Swanson-family homebrew: "We use that stuff to burn warts off mules!"

Larry David tastes the 'Palestinian Chicken'

This has all the elements of a cringe-core *Curb Your Enthusiasm* classic – when Larry's Palestinian sex goddess screams, "I'm going to fuck the Jew out of you," you worry your neighbors will overhear it through the walls and realize you're a horrible person. That's the essence of *Curb*: You discover that you really *are* a horrible person, and only a social assassin like Larry can force you to laugh at it.

Adam Levine finds his groove on 'The Voice'

The breakout star of the surprise hit sat in that giant red chair like a pop-star version of

a Bond villain. Who knew this guy was so smart or so funny?

Charlie Sheen's bender

We all knew it was too good to last, and it was. But his meltdown, interview by interview, was a thing of beauty, as this sitcom drone who had become so tame and familiar suddenly exploded into – as he put it – a "bitchin', total frickin' rock star from Mars."

Steven Tyler hits 'American Idol'

Nobody thought it was possible, but the

Aerosmith motormouth held his brain together on live TV, brought a little down-market friendliness, and single-handedly saved the franchise from the post-Simon disaster everybody was waiting to see.

GOP debates: Reality show of the year

Remember how scared you were six months ago about the 2012 election? But it looks like the Republicans opted not to mount a campaign. Instead, they went for a bad cover version of the Kardashian wedding with one-tenth the budget, brain power or conviction.

Ricky Gervais keeps it real at the Golden Globes

"It's gonna be a night of partying and heavy drinking. Or as Charlie Sheen calls it, breakfast." With these gentle words, in front of a room of horrified celebrities, Ricky Gervais kicked off the snarkiest awards show of all time.

Kim Kardashian's wedding

The apotheosis of reality-TV pigouts: all the emotional depth of *Pawn Stars*, plus all the erotic tension of *My Extreme Animal Phobia*. And more people watched it than all those tasteful cable dramas you like combined. Winter is coming, bitches!

LONG LIVE NEW BEGINNINGS



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THE WHIGS



THE WHIGS
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EVAN WILLIAMS IS THE BEST KEPT SECRET IN BOURBON WHISKEY. SOMETIMES BEING A BEST KEPT SECRET CAN MEAN GETTING AN INSIDE WORD ON OTHER LITTLE KNOWN GEMS. THE WHIGS, A HIGHLY MELODIC THREE-PIECE ROCK BAND FROM ATHENS, GEORGIA IS A SMALL GROUP ON THE CUSP OF BECOMING MUCH BIGGER. WE CAUGHT UP WITH LEAD SINGER AND GUITARIST PARKER GISPERT TO LEARN MORE ABOUT WHAT THEIR LIFE ON THE ROAD IS LIKE. HE TELLS US HIS FAVORITE THING ABOUT PLAYING LIVE, BALANCING HARD WORK AND PARTYING, AND EVEN SHARES HIS FAVORITE WAY TO ENJOY EVAN WILLIAMS BOURBON.

THE WHIGS STARTED OUT IN ATHENS, GEORGIA. WHAT'S THE ROCK SCENE LIKE THERE? It's just a really collaborative town. There are a lot of people between, say, 21 and 25 some who are in school, playing with their friends and starting bands. It's definitely a stimulating, creative environment to be in. There's a pretty eclectic mix of music, but it's also a good place to be a rock band.

THE BAND'S BEEN AROUND FOR A BIT BUT IS JUST STARTING TO

REALLY TAKE OFF. WHAT ARE YOU MOST PROUD OF ACCOMPLISHING SO FAR? It all feels good. I've been playing with Julian, our drummer, for a good amount of time now and I'm just proud of the

"We get spoiled being in the south and having Kentucky close by, with lots of small-batch ryes and good bourbons and whiskeys."

fact that we're still having fun and still really like what we do. Being on TV is really cool—I always get really excited about that. And I love touring. Pretty much any tour we

do—and we've been lucky to be on great tours with great bands—is always a lot of fun.

WHAT'S YOUR FAVORITE THING ABOUT TOURING AND

PLAYING LIVE?

Just the immediate feedback. It's cool to just play a song, and if you play it really well, the people will show you that they're instantly gratified. Whether there are 20 people there or 15,000, it doesn't really matter—you can look at people and know if they're enjoying it or not.



WHAT'S YOUR LIFE ON THE ROAD LIKE? It's always a healthy mix of partying and hard work. There's usually just three of us and there's a lot of stuff that needs to happen—from setting up the gear and the merch, all that. So you can't really mistreat your body too much. But we always keep a healthy balance of going out and having fun and making sure we're ready to do our job as well.

WHAT'S YOUR FAVORITE WAY TO DRINK EVAN WILLIAMS? I drink it a variety of ways. My favorite is on the rocks. When I was younger, I used to drink Evan Williams and milk and call it a "willshake". But yeah, I'll drink whiskey and water, whiskey and cola, I'll shoot whiskey, whatever.

HOW DOES THE WHISKEY ABROAD COMPARE TO BACK IN THE STATES? It's just different. There's something to be said for good Evan Williams and the more American standards. I'm not super into Irish whiskeys. I guess we get spoiled being in the south and having Kentucky close by, with lots of small-batch ryes and good bourbons and whiskeys.



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NO PURCHASE/PAYMENT NECESSARY TO ENTER OR WIN. PURCHASE WILL NOT IMPROVE CHANCE OF WINNING. VOID WHERE PROHIBITED. SEE OFFICIAL RULES (FOR COMPLETE DETAILS) AND ENTER ONLINE AT WWW.EVANWILLIAMS.COM/THEWHIGS. BEGINS ON/ABOUT 12/9/11 AT 12:00 P.M. ET. ENDS 4/2/12 AT 11:59 P.M. ET. OPEN TO LEGAL U.S. RESIDENTS (EXCEPT RESIDENTS OF AK, CA, HI, LA, PR & U.S. TERRITORIES), WHO ARE 21 OR OLDER. VOID IN AK, CA, HI, LA, PUERTO RICO, U.S. TERRITORIES & WHERE PROHIBITED. GRAND PRIZE (1): 2-NIGHT TRIP FOR 2 TO 2012 THE WHIGS CONCERT. ARV. \$2,000. 1ST PRIZE (25): AUTOGRAPHED THE WHIGS CD. ARV. \$20. 2ND PRIZE (15): EVAN WILLIAMS T-SHIRT. ARV. \$15. TOTAL ARV. \$2,725. ODDS OF WINNING DEPEND ON NUMBER OF ELIGIBLE ENTRIES RECEIVED. LIMIT 1 PRIZE & 1 ENTRY PER PERSON. SPONSORED BY HEAVEN HILL DISTILLERIES, INC., 7064 LORETTA ROAD, BARD-STOWN KY 40004.

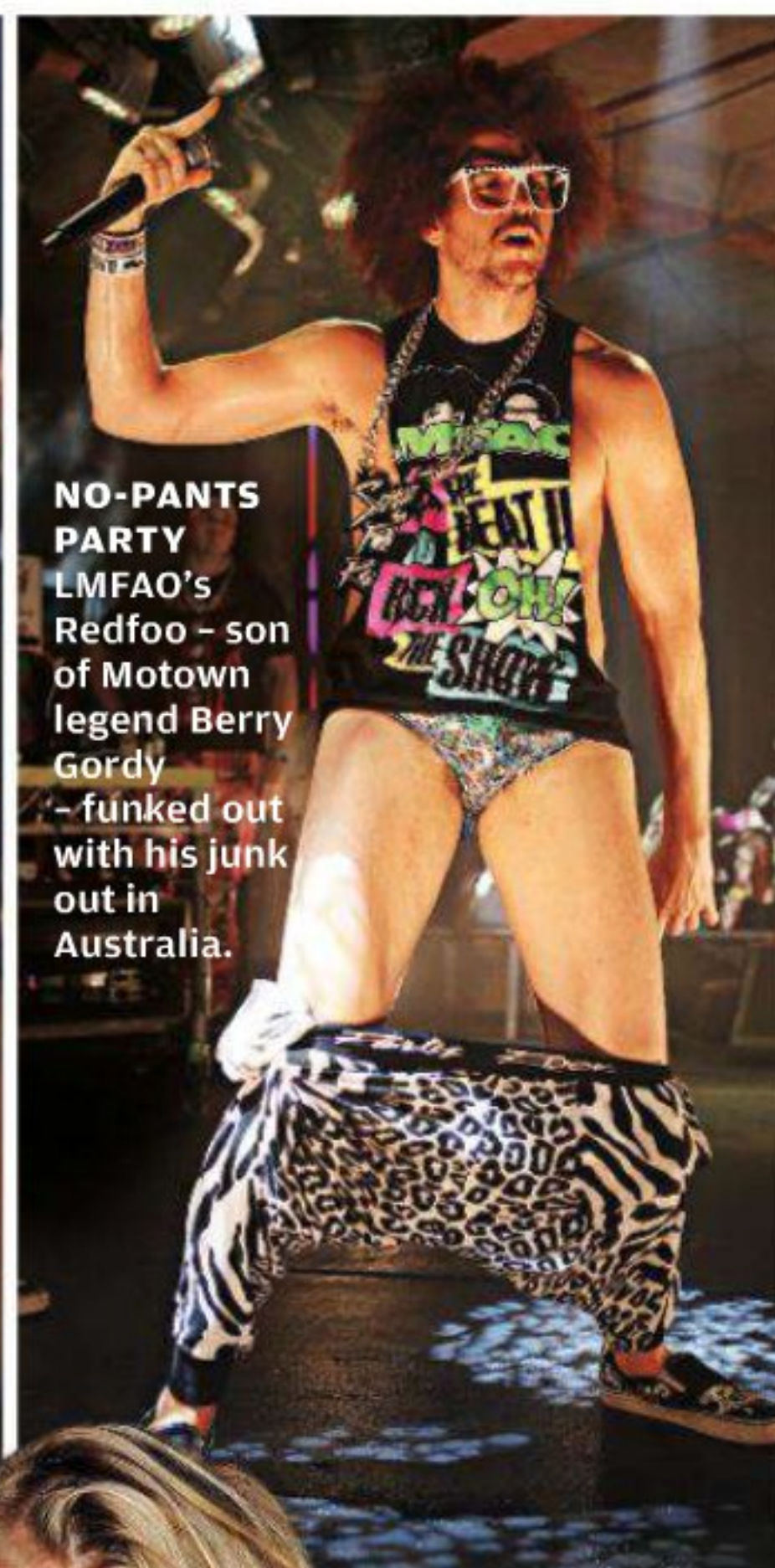
"You know you're a stoner when your friends make you a Bob Marley cake." —Miley Cyrus

Random Notes



Moguls Over Miami

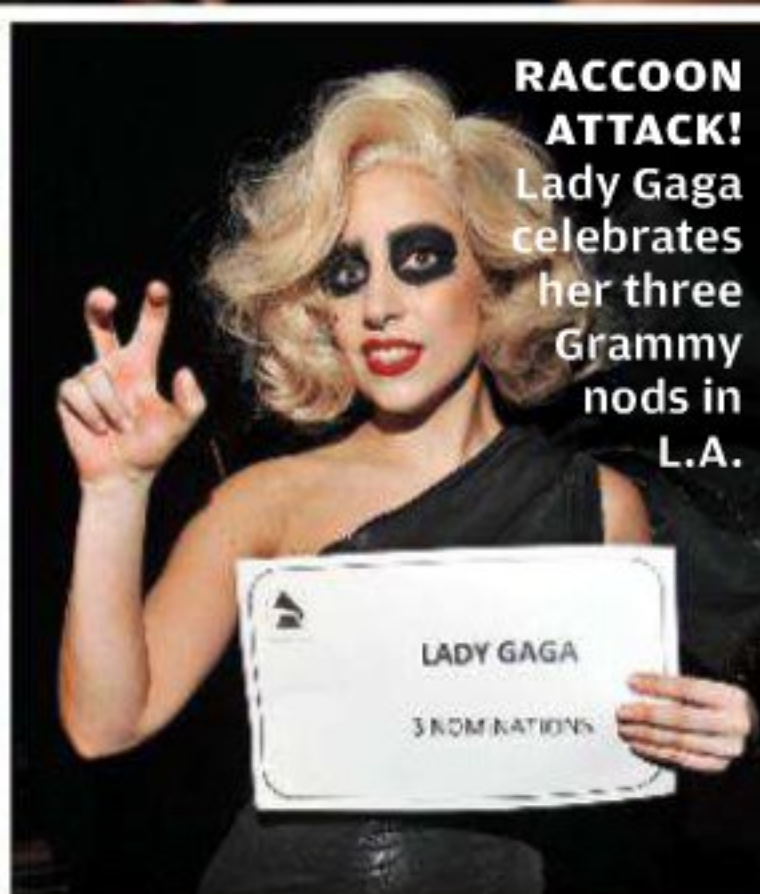
Two seizures and bed-rest orders won't stop Rick Ross. At his friend DJ Khaled's birthday in Miami, the rotund rapper partied through the night with Diddy and Pharrell. "Me being a boss, I won't completely stop hustling," Ross said about his health issues. "I'm-a just make sure I get some naps here and there."



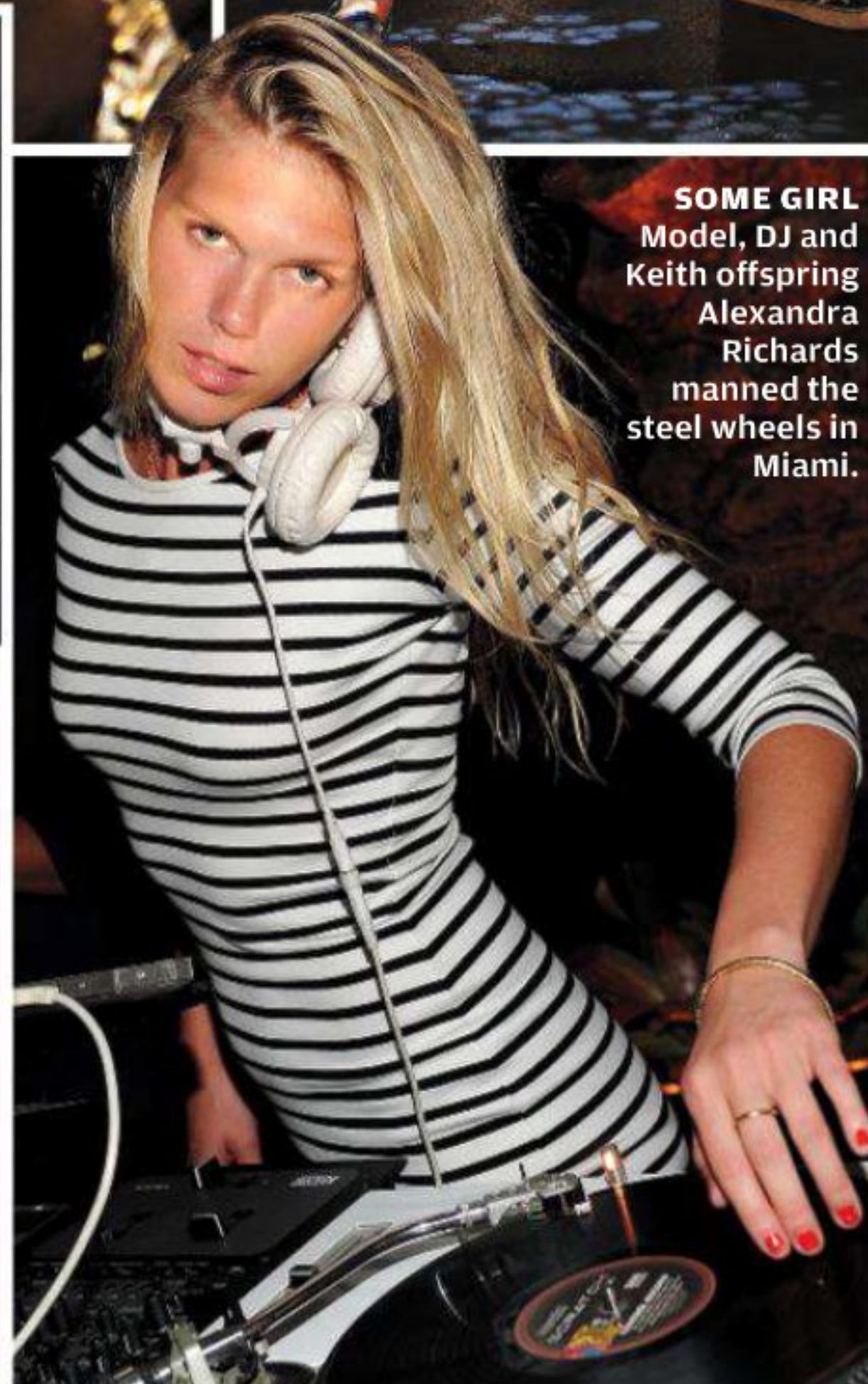
NO-PANTS PARTY
LMFAO's Redfoo - son of Motown legend Berry Gordy - finked out with his junk out in Australia.



ROYAL RECEPTION
A classy-looking Queen Elizabeth met Yoko Ono at a museum opening in Liverpool.



RACCOON ATTACK!
Lady Gaga celebrates her three Grammy nods in L.A.



SOME GIRL
Model, DJ and Keith offspring Alexandra Richards manned the steel wheels in Miami.



The Girl With the Ankle Tattoo

After a sold-out gig in Los Angeles, Katy Perry got an adorable little peppermint tattoo on her ankle - then grabbed the needle and returned the favor by inking the artist's leg.



They love that old-time rock & roll: Springsteen and Seger.



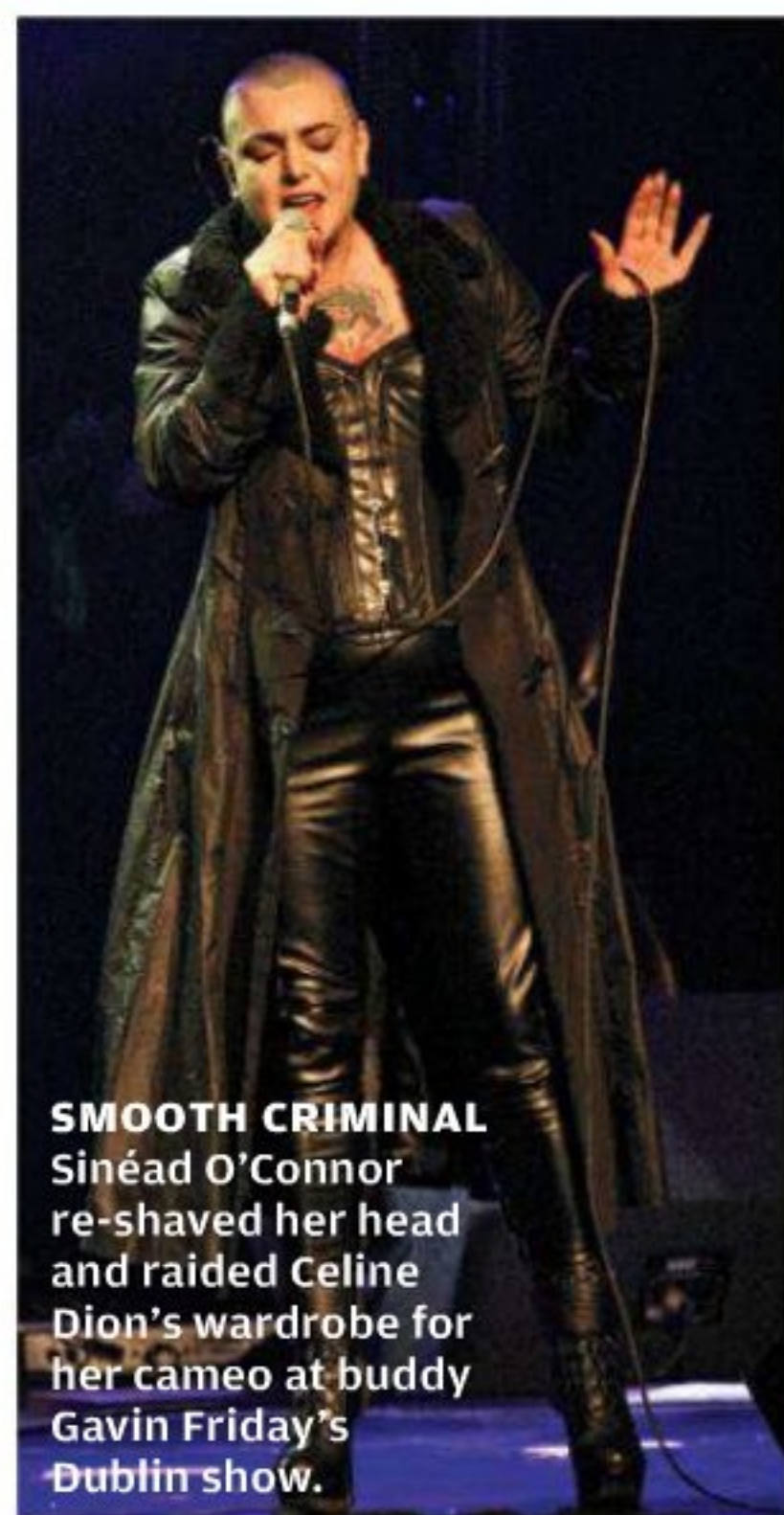
MACHO MAN
Pharrell Williams tested out his new look in Miami - he calls it "Every Member of the Village People."

Seeger's Garden Surprise

Bob Seger played the part of department-store Santa at his Madison Square Garden concert: "Just because you've been good boys and girls this year," announced St. Bob, "we have a little Christmas treat for you - Mr. Bruce Springsteen!" The old buds - who last played together at the opening night of Springsteen's 1980 tour - teamed up on "Old Time Rock & Roll." "It was a game-time decision," says Seger. "He's such a talented, hardworking guy. It was great introducing him. I handed him my Tom Anderson guitar and said, 'This is a really good guitar, you're going to like this.' And he did."



SWEET BABY SWIFT
Taylor Swift greeted the guy she was named after - James Taylor - onstage for the final night of her *Speak Now* tour in New York.



SMOOTH CRIMINAL
Sinéad O'Connor re-shaved her head and raided Celine Dion's wardrobe for her cameo at buddy Gavin Friday's Dublin show.



KING WAYNE'S COURT
Weezy admired his son Dewayne Carter III's knightly duds at a family party in Atlanta.



JOE-VEMBER
Joe Jonas showed off his fierce new 'stache - which he's growing as part of a men's health awareness campaign - in Mexico.

CLOCKWISE FROM TOP LEFT: JEN LOMBARDI/MSG PHOTOS; INFPHOTO.COM; CHARLES SYKES/AP IMAGES; FAME PICTURES; PRINCE WILLIAMS/FILMMAGIC; MARK DOYLE/SPLASH NEWS

TIMOTHY OLYPHANT

JUSTIFIED

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THE GOP'S CRACK

The top Republican candidates share a single, radical vision: to trash the environment, shred the safety net and aid the rich at any cost

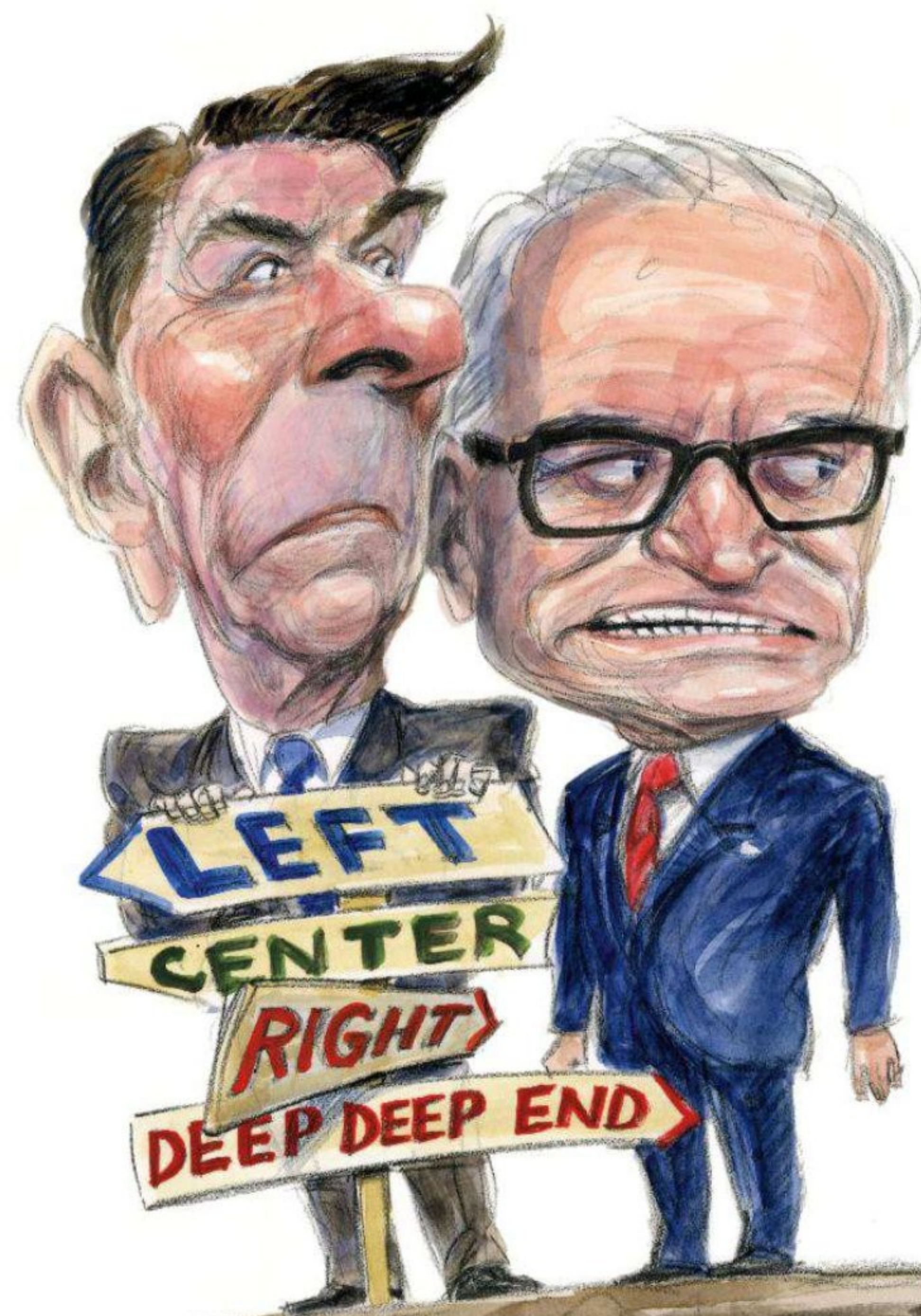
By TIM DICKINSON

BY ALL RIGHTS, 2012 OUGHT TO BE A cakewalk for the GOP. Unemployment is pandemic. Riot police are confronting protesters in public squares and on college campuses. In an epic fail of foresight, the Democratic convention will be held in one of the world's banking centers, Charlotte, North Carolina – setting the stage for violent clashes not seen since the streets of Chicago, 1968. “I hope they keep this up,” gloated Grover Norquist, one of the Republican Party's most influential strategists. “Hippies elected Nixon. Occupy Wall Street will beat Obama.”

But don't go writing the president's political obituary just yet: He may wind up being resurrected by the GOP itself. The Republican Party – dominated by hardliners still cocky after the electoral sweep of 2010 – has backed its entire slate of candidates into far-right corners on everything from the environment and immigration to taxation and economic austerity. Whether the GOP opts for Mitt Romney or an “anti-Mitt” is almost entirely beside the point. On the major policy issues of the day, there's barely a ray of sunshine between any of the viable Republicans, not counting those who have committed the sin of libertarianism (Ron Paul) or moderation (Jon Huntsman). No matter who winds up with the nomination, it appears, Obama will face a candidate to the right of Barry Goldwater.

Take it from one of the most divisive figures in the history of GOP presidential politics: “Those people in the Republican primary have got to lay off,” the televangelist Pat Robertson warned recently. “They're forcing their leaders, the front-runners, into positions that will mean they lose the general election.” Robertson knows fringe politics: In 1988, he ran for president on a platform that included abolishing the Department of Education and adopting a constitutional amendment to prohibit deficit spending. At the time, Robertson was dismissed as an unelectable candidate of the far right. Today, he would be somewhere to the left of Texas governor Rick Perry. And that way lies ruin: “You'll appeal to the narrow base, and they'll applaud the daylights out of what you're saying,” Robertson cautioned. “And then you hit the general election and they say, ‘No way!’ They've got to stop this!”

But Republican candidates show no signs of moderating their positions. In fact, with the first primary contests rapidly approaching, all of the top contenders are tripping over themselves in a race to the far right. Herman Cain's 9-9-9 plan kicked off a flat-tax bidding war: Perry is calling for an even more regressive rate of 20 percent, while Newt Gin-



KPOT AGENDA

grich advocates a flat tax of just 15 percent. Even Mitt Romney – who once blasted such proposals for enriching “fat cats” – now exclaims, “I love a flat tax!” The candidates have also lined up behind a host of other extremist positions: waging war with Iran, slashing or privatizing benefits like Social Security, extending constitutional rights to zygotes, eliminating restrictions on Big Oil and other deadly polluters, and freeing up Wall Street to return to the lawlessness that buzzsawed the global economy. Individual candidates have embellished this party-wide radicalism with wingnuttery all their own: Gingrich calls child labor laws “truly stupid,” Perry likens Social Security to “a bad disease,” and Romney wants to privatize unemployment insurance.

To many GOP stalwarts, conditions today seem ripe for a repeat, not of the 1968 election of Richard Nixon, but of the setback the party experienced four years earlier, when embattled incumbent Lyndon Johnson won re-election in a landslide over Republican hardliner Goldwater. “I can’t imagine that we expect – even with the economic situation the way it is – anything but a Goldwater-like drubbing if we persist with these guys,” says Col. Lawrence Wilkerson, who served as chief of staff to Secretary of State Colin Powell. “Even Romney is in many ways unelectable. He’s been a hardliner during the primary on key issues – and then he’s going to do this dance where he suddenly shifts to the middle and is a centrist in the general election? He can do that – but Obama will trounce him.”

PROMOTE DIRTY JOBS

NOWHERE IS THE GOP’S LOCK-STEP APPROACH to governance more in evidence than on the question of employment. At a moment when 25 million Americans lack full-time jobs, this is obviously going to be the central issue of the 2012 election. Yet the Republican candidates all have the same jobs plan: to put the unemployed to work on behalf of big polluters.

Take the plan proposed by Rick Perry, which calls for boosting employment through “increased domestic energy production” – including renewable power. But every one of the 1.2 million jobs that Perry claims his plan would create involves the extraction of climate-polluting fossil fuels. There are 20,000 jobs from building the Keystone XL pipeline to burn more of Canada’s tar sands, 100,000 from oil drilling in the Arctic National Wildlife Refuge, 240,000 from drilling in the Gulf of Mexico and off the Carolinas, and 500,000 from “on-shore oil and gas development” in the West.



With minor variations, this is the same jobs plan put forth by every GOP candidate. The only true disagreement among them is just how many dirty-energy jobs can be created by allowing Big Oil and other polluters to pillage America's landscape and shorelines. Gingrich pegs it at 1.1 million jobs. Michele Bachmann says it's 1.4 million. Romney, whose plan is predicated on the return to the kind of fast-track permitting that precipitated the BP disaster in the Gulf, promises 1.6 million jobs – including 1.2 million from offshore drilling alone. “The United States is blessed with a cornucopia of carbon-based energy resources,” Romney writes in his plan. “We do not even know the extent of our blessings.”

TRASH THE ENVIRONMENT

TO CLEAR THE WAY FOR THE ORGY OF DRILLING, MINING and fracking the GOP candidates have proposed, it's first necessary to gut the Environmental Protection Agency, which has been authorized by the Supreme Court to curb climate pollution. Many of the top Republican contenders, in fact, once sounded the alarm on climate change; today, they scoff at its very existence.

In 2008, for example, Gingrich filmed a commercial for Al Gore's Alliance for Climate Protection with then-House Speaker Nancy Pelosi. In the spot, Gingrich gazed into Pelosi's eyes before looking into the camera and declaring, “We do agree: Our country must take action to address climate change.” Gingrich vowed to “strongly support” mandatory caps on carbon pollution. But now that the likes of Peabody Energy have pumped hundreds of thousands of dollars into his lobbying coffers, Gingrich is singing the polluters' tune. In November, he said he no longer believes climate change is real: “I actually don't know whether global warming is occurring.”

Romney's flip-flop was even swifter. In June, at the start of his campaign, he declared, “I believe that humans contribute” to warming through “our emissions of greenhouse gases.” By October, he had fully embraced climate denial, insisting that “we don't know what's causing climate change.” His jobs plan, meanwhile, casts the industries driving the climate crisis as victims of “the Obama administration's war on carbon dioxide.” Like every other top Republican in the race, Romney also insists that the EPA be effectively barred from enforcing the Clean Air Act, calling the hallmark environmental legislation “outdated” and insisting that it must be “streamlined” to benefit coal plants by “removing carbon dioxide from its purview.”

To date, Romney has received \$300,000 in oil and gas contributions. That's a pittance in comparison to Perry, who has pocketed \$740,000 from the same industries. Perry is a shameless climate denier who maintains – against all evidence – that “we have been experiencing a global cooling trend” and that climate change is “all one contrived phony mess” cooked up by Gore, that “false prophet of a secular carbon cult.” The Texas governor insists that all new rules designed to curb the deadly emissions of coal plants or the toxic chemicals used in the fracking of natural gas should be put on hold.

Other GOP candidates go even further. Bachmann insists that under her presidency, the EPA will have its “doors locked and

lights turned off.” Gingrich blasts the agency – created by Richard Nixon – as “a tool of ideologues to push an anti-jobs agenda.” Outdoing them all, Cain advocates that the EPA be overhauled by a commission staffed by “the people closest to the problem” – the “problem,” in his view, being federal curbs on pollution, and the “people” being big-energy CEOs. “If you've been abused by the EPA like Shell Oil,” Cain said this fall, “I'm going to ask the CEO of Shell Oil would he like to be on this commission, and give me some recommendations.”

The leading GOP candidates also want to roll back new regulations introduced by the Obama administration to prevent industrial boilers, cement plants and coal smokestacks from pumping poisons into the atmosphere that cause tens of thousands of premature deaths each year. Even Republican veterans are appalled by such a blatant rejection of the party's storied history of conservation, dating back to Teddy Roosevelt. “These rules are grounded in the best available science,” noted William Reilly, who served as EPA chief under George H.W. Bush. “But for some of the most prominent leaders of the Republican Party, science has left the building.”

So extreme is the agenda of the GOP candidates, in fact, that it even trashes the laissez-faire legacy of Goldwater. “While I am a great believer in the free-enterprise system,” the Arizona

senator said in 1970, “I am an even stronger believer in the right of our people to live in a clean, pollution-free environment.”

UNLEASH WALL STREET

THE GOP CANDIDATES are not just seeking to roll back regulations on Big Carbon – they also want to gut a wide range of safeguards designed to protect consumers and workers. Perry has called for a “moratorium” on all pending regulations. Bachmann wants an end to “this red-tape rampage.” Romney, in a fit of technocratic nonsense, is calling for a cap on regulatory costs, whereby

the economic impact of any new regulation must be offset by repealing an established rule. Under his bizarre plan, a Romney administration might pay for new rules against contaminated meat by eliminating the current ban on lead paint in children's toys.

Above all, the GOP candidates are unanimous in their desire to kill the new post-crash rules crafted to end reckless speculation by big banks and Wall Street firms. Gingrich has gone so far as to call for the Democratic authors of the law, Chris Dodd and Barney Frank, to be jailed for “killing small banks, crippling small businesses, driving down the value of housing and creating corrupting Washington controls over the biggest banks.” Repeal of Dodd-Frank would allow Wall Street firms like Goldman Sachs to return to the days of secretly trading trillions in derivatives contracts and betting against their own clients. It would also kill off the Consumer Financial Protection Bureau, the agency set up by Elizabeth Warren to prevent average Americans from being suckered into subprime mortgages and credit cards with usurious interest rates.

When the GOP candidates talk about these essential curbs on the abuses of big banks, it's as though they live in an alternate universe – one where Wall Street never drove the world's economy off a cliff. Cain insists that Dodd-Frank “does little to shield Main



RIGHT AND RIGHTER

The top Republicans all favor the same extreme-right agenda, prompting one GOP veteran to predict a “drubbing if we persist with these guys.”

Street from the alleged risks of Wall Street,” while Perry adds that the law should be replaced by “market-oriented” measures – but only if such controls should prove “necessary.” The GOP front-runners are so committed to a Wall Street free-for-all that they even want to gut Sarbanes-Oxley, the accounting reforms passed under George W. Bush to bar corporate America from the kinds of bookkeeping fraud pioneered by Tyco, WorldCom and Enron.

Such deregulatory radicalism puts the GOP candidates at direct odds with Paul Volcker, the former chair of the Federal Reserve who helped steer the nation out of a crippling recession during the Reagan administration. Volcker, too, is critical of Dodd-Frank – but he believes the law doesn’t go far enough. “I think Dodd-Frank was close to as good as we could get,” Volcker said this fall. “But it’s nowhere near what we need.”

DESTROY THE SAFETY NET

THE REPUBLICAN CANDIDATES ARE UNIFORMLY COMMITTED to repealing the president’s health care reform – what Perry, with characteristic subtlety, calls a “man-made disaster of epic proportions.” Under the GOP plans, nearly 1 million young adults would once again be denied coverage, seniors would be forced to shell out billions more for prescription medicines, and insurers could return to hiking premiums while denying coverage to Americans with pre-existing conditions. For these and other reasons, Romney insists, “Obamacare is bad for America’s families.”

Obamacare, however, is only the top entitlement program on the GOP hit list. Almost all of the Republican candidates want to privatize Medicare, replacing its guaranteed benefits to retir-

out of work, double unemployment to 18 percent and contract the U.S. economy by 17 percent. Going forward, the government would be barred from borrowing money during hard times to provide unemployment benefits, food stamps and other essential aid to those in need. As a result, the analysts report, “recessions would be deeper and longer.” Even in times of plenty, a balanced-budget amendment would “retard economic growth” by increasing economic uncertainty – which Republicans have repeatedly blamed as the root of the current lackluster recovery.

WAGE ENDLESS WAR

ONE PORTION OF THE BUDGET THAT THE GOP’S AUSTERITY agenda doesn’t touch is the Pentagon, where the Republican candidates call for the kind of costly investments they refuse to back for America’s poor and middle class. While demanding that federal spending be capped at 20 percent of GDP, Romney would mandate that at least one in five federal dollars be spent on defense. “I will not look to the military as a place to balance the budget,” he says. Neither will Gingrich, who calls on taxpayers to “recapitalize our military infrastructure,” or Perry, who wants to sink billions into missile defense and “modernized fleets of ships and aircraft.”

To justify such massive defense spending, the GOP candidates would ensure that America remains entangled in bloody wars in the Middle East. When Obama announced earlier this fall that he would complete the withdrawal of U.S. troops from Iraq – on the timetable negotiated by President Bush – Romney denounced the move as an “astonishing failure.” Bachmann called on “our

Romney wants to cap federal spending on the needy – while devoting one in five tax dollars to the Pentagon.

ees with a fixed voucher insufficient to cover the soaring costs of private insurance. The GOP front-runners have also endorsed a radical plan to cap the federal contribution to Medicaid – a move that would gut insurance for the poor by as much as 3.5 percent a year and shift \$150 billion in annual costs onto cash-strapped states. According to the Congressional Budget Office, states unable to pay the added costs would be forced to either “curtail eligibility” to those in need or “provide less extensive coverage.”

When it comes to Social Security, the Republican candidates have all advocated that it be privatized for younger workers – creating a system of personal accounts that would place their retirement security at the mercy of the stock market. The undisputed victor of the GOP plans would be Wall Street, which would profit enormously from collecting management fees over a worker’s lifetime. A study by the University of Chicago that analyzed a similar privatization scheme proposed by George W. Bush projected that such fees would hand Wall Street “the largest wind-fall gain in American financial history” while “reducing the ultimate value of individual accounts by 20 percent.”

WRECK THE ECONOMY

WHILE THREATENING TO SLASH THE SAFETY NET FOR MILLIONS of Americans, the GOP candidates are also committed to a brutal austerity program that would tip the nation back into recession – if not a full-scale depression. The proposal in question is a constitutional amendment that would require the federal government to pass a balanced budget each year. According to Macroeconomic Advisers, a top economic forecaster, balancing the budget in 2012 alone would throw 15 million Americans

troops to remain there to preserve the peace,” and Perry insisted that “we need to finish our mission in Iraq” – which evidently involves occupying the country indefinitely, regardless of the wishes of its democratically elected government.

The GOP candidates have been even more hawkish on Iran, with Perry, Romney, Gingrich and Bachmann all promising to go to war to prevent the regime from acquiring a nuclear weapon. Of the top-tier candidates, only Cain expressed reservations about another war in the Middle East, saying instead that he would surround the country with a mobile missile-defense network and tell Ahmadinejad to “make my day.”

“This is nonsense – idiocy! – to contemplate another war in that region right now,” says Wilkerson, the former chief of staff to Colin Powell. Obama’s remarkable successes in foreign policy, he adds – including the demise of both Osama bin Laden and Muammar Qaddafi – have panicked the GOP field into a reflexive hawkishness. “For the Republicans, that’s their mantra,” Wilkerson says. “The only thing they know is war, war and more war.”

CUT TAXES ON THE RICH

THE LEADING REPUBLICAN CANDIDATES ALL BACK A HOST of sweetheart tax cuts for major corporations, whose income is currently taxed at 35 percent. Romney would reduce the corporate rate to 25 percent, while Perry would drop it to 20 percent and Gingrich would slash it to 12.5 percent. Worse, the GOP candidates also favor a “territorial” tax system that would prohibit Uncle Sam from collecting any revenues on profits stashed overseas. The move, according to tax experts, would spur U.S. corporations to shift millions of jobs and billions in profits offshore.

All of the candidates also want to eliminate or drastically curb taxes on investment income, and allow the children of the rich to pay no taxes on their inheritances. For Romney, whose net worth is estimated at \$200 million, the issue is personal: With the estate tax repealed, he could pass on an extra \$90 million to his children, tax-free – including his son Tagg, currently scraping by as a managing partner at a private equity firm.

All told, the elimination of the estate tax – whose benefits would accrue solely to the top 0.3 percent of taxpayers – would spike the deficit by an estimated \$1.3 trillion over the next decade. Yet the GOP candidates continue to insist that the move would somehow benefit the middle class; Gingrich claims that “eliminating the death tax will create more jobs and more revenue for the federal government.” Such lunacy enrages the party’s few remaining fiscal conservatives. “Republican thinking about fiscal policy is fundamentally wrong, and it has been for quite a while,” says Paul O’Neill, who served as Treasury secretary under George W. Bush. “The whole notion that we can cut taxes to the vanishing point and keep raising more money is just crazy. It could even be amusing if it wasn’t so dangerous.”

ATTACK ABORTION RIGHTS

IT’S NO SURPRISE THAT THE GOP CANDIDATES OPPOSE A woman’s right to choose. Every candidate but Romney has signed a pledge vowing to permanently defund Planned Parenthood and to appoint only pro-lifers to key federal health positions. But now, rather than simply pushing to repeal *Roe v. Wade*, they also want to change the Constitution to award full citizenship to a woman’s

vember. “We won’t even comment on them – we’ll just run those in a loop on Univision and Telemundo, and people can make up their own minds.”

WHERE DOES THIS RADICAL NEW GOP ORTHODOXY come from? On the economic and regulatory front, at least, a recent interview with Tom Donohue, the president of the U.S. Chamber of Commerce, offers a clue. Donohue outlined the business group’s top policy prescriptions – and they are virtually identical to those promoted by the GOP candidates.

Job creation? “The idea with the greatest potential,” Donohue said, “is to do a number of things in energy.” Environmental protection? Stop giving “wildlife the priority over jobs.” Federal regulation? Obama has “exploded the regulatory burden, particularly through health care, Dodd-Frank and the Environmental Protection Agency.” Corporate tax rates? “We’re the only major country in the world that double-taxes our companies,” Donohue said. “That’s just plain stupid.”

But slavish devotion to the interests of corporate America is only part of the equation underlying the GOP’s current extremism. Today, just 28 percent of Americans identify themselves as Republicans – a drop of five points from the Bush years. To be the ringleader in a small-tent party requires adopting positions that are offensive to the broader public – and even to people who once fit comfortably in the GOP coalition. “You’ve got to address everything from abortion to how many evangelicals can sit on the head of a pin,” says Wilkerson. “It’s really a problem.”

So far, the GOP has gotten away with its sharp turn to the right. In the midterm elections last year, in which Republican

“The Republican Party is screwed up in its head,” says David Stockman. “It’s behaving in a very irrational way.”

egg the moment it is fertilized. “Personhood begins at conception,” insists Gingrich, who wants Congress to pass a law defining embryos as “persons” under the 14th Amendment – a move designed to make abortion unconstitutional. Even Romney, who was elected in Massachusetts as a staunchly pro-choice politician, said on Fox News recently that he “absolutely” would have signed a “personhood” amendment giving constitutional rights to the unborn. An identical measure on the ballot last November – which would have outlawed abortion for victims of rape and incest – was so radical that even Mississippi voters rejected it.

BASH IMMIGRANTS

THE CANDIDATES’ POSITIONS ON IMMIGRATION ARE SO extreme that they seem to have been dreamed up by the Minutemen militia. Perry vows to militarize the border with “boots on the ground” and Predator drones hunting down illegal border crossers from the skies. Offering few details, Romney says “we gotta have a fence” along the Mexican border, while Bachmann envisions a barrier that’s 2,000 miles long and “double-walled.” Cain has vowed to erect a “Great Wall . . . 20 feet high. It’s going to have barbed wire on the top. It’s going to be electrified. And there’s going to be a sign on the other side saying, ‘It will kill you – WARNING!’” Gingrich, who touts his “humane” approach to deportation, has nonetheless trashed even legal immigrants, once denouncing Spanish itself as “the language of living in a ghetto.”

The GOP’s determination to sabotage its appeal among Latinos – America’s fastest-growing voting bloc – has many Democrats exulting. “We may just run clips of the Republican debates verbatim,” Obama told a gathering of Hispanic journalists in No-

hardliners seized control of Congress, conservatives cast 41 percent of all votes. Senior citizens made up a quarter of the electorate, as did voters making more than \$100,000 a year. But the general election next fall will attract voters who are younger and less affluent. If Obama can inspire anything resembling the historic turnout he sparked in 2008, the GOP is in for a beat-down. The Hispanic vote, for example, is expected to rise by nearly a quarter next year – and a recent poll found Latino voters swinging to Obama by nearly three-to-one over both Romney and Perry.

What’s more, the GOP’s appeal to the most extreme elements of its coalition may prompt moderate Republicans to stay home – or even to vote for Obama. As long as the GOP insists on catering to the needs of the ultrarich, Republican veterans warn, it risks alienating the working-class conservatives who ushered in the Age of Reagan. “The Republican Party is just screwed up in its head,” says David Stockman, who served as budget director under Reagan. “It’s behaving politically in a very irrational way, and policywise in a nonsensical manner.”

Mike Lofgren, until recently a top Republican staffer on the Senate Budget Committee, has offered an even more dire assessment of “the whole toxic stew of GOP beliefs.” This fall, Lofgren announced he was abandoning his own party – unable to stomach what he called “the headlong rush of Republicans to embrace policies that are deeply damaging to this country’s future.” Citing the “broad and ever-widening gulf between the traditional Republicanism of an Eisenhower and the quasi-totalitarian cult of a Michele Bachmann,” Lofgren summed up the GOP’s capitulation to extremism: “The crackpot outliers of two decades ago,” he concludes, “have become the vital center today.”

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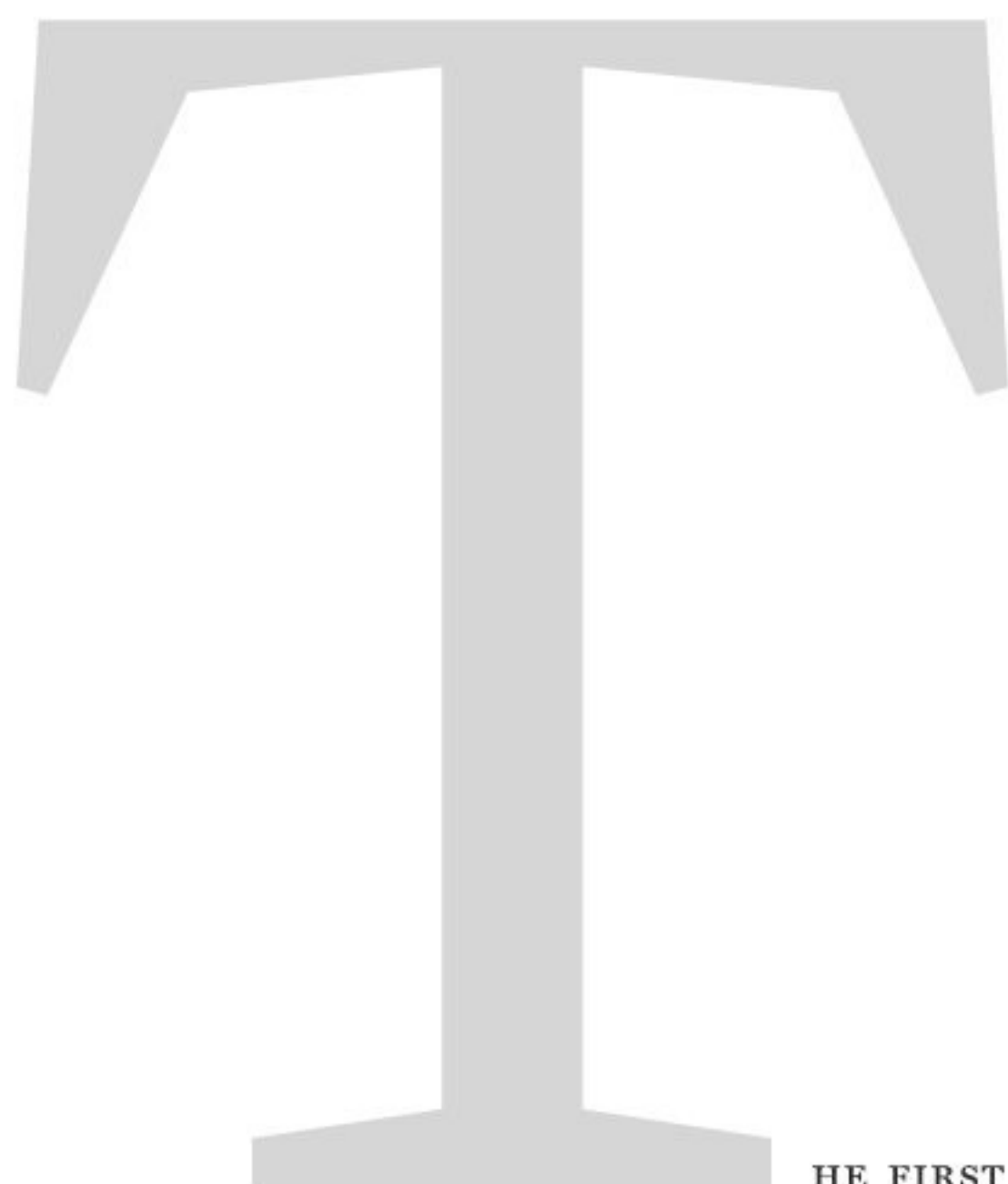
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America's Bandleader

Questlove is the head of the world's greatest hip-hop band and the coolest man on late-night TV; he's one text message away from Jay-Z, Prince and half of Hollywood. So why does he still get nervous around girls?

By JOSH EELLS

PHOTOGRAPH BY PETER YANG



HE FIRST THING you see is the hair. Even across an L.A. parking lot: a penumbra of black frizz sprouting over the headrest of his rented Mercedes. It's the most recognizable thing about Ahmir Thompson, better known as Questlove; for a while, it was even his band's logo. A lot of times when fans come up to hug him and take a picture, they end up snatching the Afro pick right out of his hair as a souvenir. It happens so often that a few years ago he bought a box of 2,000, like Elaine from *Seinfeld* stocking up on her sponges. Now he's down to about 60. ¶ Thompson is in L.A. for a DJ gig, but only for the weekend. He flew in last night, right after taping yesterday's episode of *Late Night With Jimmy Fallon*, for which his group the Roots has been the in-house band since the show's March 2009 debut. It's a funny place for a Philadelphia hip-hop crew who'd spent most of their 16-year career toiling in relative commercial obscurity to wind up – but in a weird way, it also makes perfect sense. ¶ Thompson, age 40, is a big fan of the writer Malcolm Gladwell, and even once named an album after Gladwell's *The Tipping Point*. In that book, Gladwell talks about the idea of connectors – people who have a wide circle of friends and outsize influence on the culture. Thompson is perhaps the music world's ultimate connector. Even a partial list of his credits and collaborations reads like the most insane party ever: Mick Jagger, Al Green, Christina Aguilera, Amy Winehouse, Lil Wayne, Fiona Apple, D'Angelo. He's toured Australia with the White Stripes,



THE COLLECTOR
Questlove, with
some of his
77,000 records,
in Philadelphia

played European stadiums with the Red Hot Chili Peppers and recorded a *Monday Night Football* theme with Hank Williams Jr. and Bootsy Collins. On *Late Night*, the Roots have backed everyone from Bruce Springsteen to Public Enemy to Animal from the Muppets. He parties with Jay-Z and Beyoncé, roller-skates with Eddie Murphy and Prince, and gets teased about his Afro by President Obama.

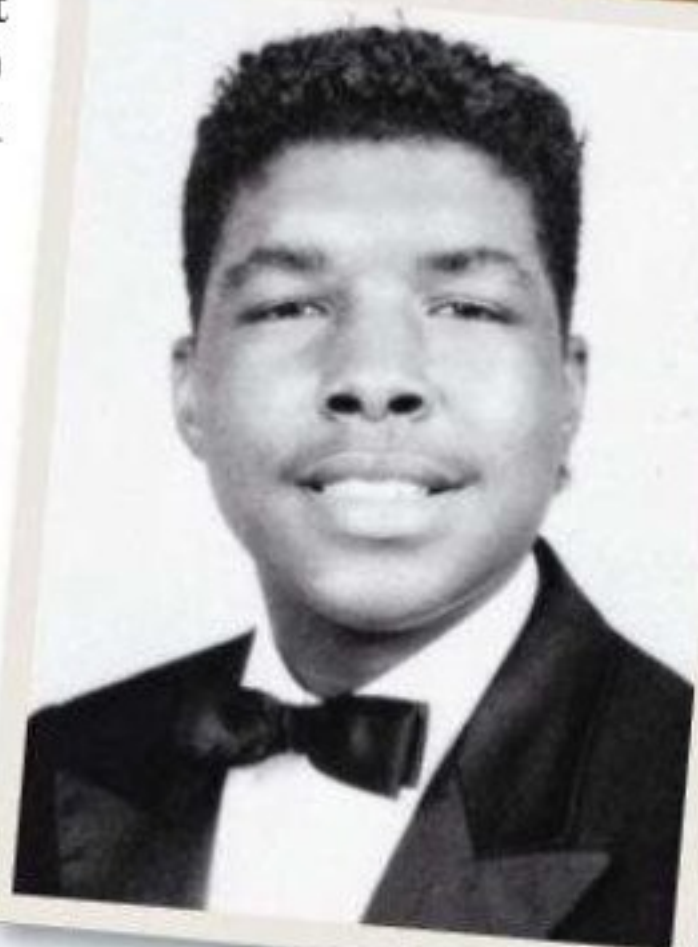
The first thing Thompson does is apologize for the car. It's a cream-colored coupe, so small that his belly nearly touches the steering wheel. Normally when he's in L.A., he likes to drive a Mini Cooper – they're surprisingly roomy – but the rental place he uses was all out. Back home he drives a Scion, because it has a lot of headroom (the hair) and it's the last car you'd expect him in. "I'm already physically over-the-radar as it is," he says. "I can't afford to start flaunting it."

He starts the car and cruises through downtown in search of a coffee shop. So far, he's spent most of today looking up walk-on songs for next week's shows. "If you asked me the most important part of that show, it's the walk-on song," he says. He'll often spend three hours researching to find the perfect fit. Highlights so far include the Wu-Tang Clan's "C.R.E.A.M." (for Donald Trump) and Genesis' "Illegal Alien" (for Lou Dobbs). Sometimes the songs can sting: Common kind of got miffed when they did "Da Butt" for his girlfriend Serena Williams, but thankfully, Ashlee Simpson didn't seem to notice being serenaded by a track by Milli Vanilli. He says Fallon has vetoed only one song: "She Blinded Me With Science," for Katie Holmes. Thompson laughs ruefully: "That would have been good." (As *The New York Times* once put it, "It's wholly plausible that the Roots are funnier than their host.")

For this Monday's show, he's facing a dilemma. "I'm gunning for Bachmann," he says, meaning Republican presidential candidate Michele. "I want to try and do Fishbone's 'Lyin' Ass Bitch.' I just don't know if I'm gonna tell Jimmy."

Up ahead, he spies a taco truck. "You know what we're gonna do? We're gonna sit in the car and eat tacos." He pulls a quick U-turn and veers into a parking lot. The attendant tries to guide him into a spot, but Thompson says he'd rather back

Contributing editor JOSH EELLS profiled David Guetta in RS 1143.



ROOTS OF QUEST

Left: Thompson in 1989, his senior year at a Philly performing-arts school. Above: With Jay-Z, 2002.

in. Skeptical, the attendant sticks around to supervise. "Oh, you're gonna stand there and watch me? You don't believe me? I'm a master!"

He turns and lets out a hearty laugh. "I'm lying my ass off."

LIKE HIS BUDDY WILL SMITH, Thompson was West Philadelphia born and raised. He grew up at the corner of 52nd Street and Osage; it wasn't the worst, but it also wasn't the best. He says that of the 33 kids who lived on his street, only three are still around. Some died; a lot got strung out. "The wave of about '87 to about '96 really wiped my neighborhood clean," he says. (The Roots wrestle with this on their new *undun*, a concept album about the life and death of a young black man on the streets.)

Tariq "Black Thought" Trotter, co-founder of the Roots and Questlove's oldest friend, remembers the Thompsons had a padlocked gate on their front door. It kept the crackheads out – but it also kept Ahmir in. Thompson's dad was a professional musician and singer who decided early on that his son was going to be a drummer. Ahmir practiced every day, from the time he finished his homework until the time he went to bed. "There was no other option," Thompson says. "When I was 13 or 14, maybe I would have liked to have a Saturday. But there was really nothing for me outside."

Thompson's father sang in a doo-wop revival group called Lee Andrews and the Hearts, and the family would often take Ahmir on tour. (Trotter has called them "the black Partridge Family.") As a child, he got kicked out of Chuck Berry's dressing room. By eight, he was cleaning his dad's suits; a year later, he was working the lights. He had his first DJ gig at 11, at "a redneck bar" in West Virginia. Then one day when he was 12, the band's drummer didn't show up, and Ahmir stepped in. It was his very first gig as a professional musician. The venue: Radio City Music Hall.

He was always obsessed with music. His mom, Jacqui, remembers him as a small child standing in front of the turntable for hours, mesmerized. "He had all these 45s, and he would hold them and just look at them," she says. "One day I held one up, and he was like, 'The Isley Brothers! Motown! Number 7643...' It turned out he'd memorized them all. Another time, she watched him try to explain to some kids what it was like to go on tour. "They would say, 'What the hell are you talking about? You're not making any sense.' As a mom, my heart sank. I thought, 'Oh, my poor child. He's not gonna make it in this world.'"

The other kids used to make fun of his long hair, calling him "Ahmira" and attacking him with questions: "How come you're always drumming all the time? How come you talk like a white boy? You think you're better than us?" When he had to venture out, to go to school or run to the grocery store, he'd map out his route in advance to avoid bullies.

In the 11th grade, Thompson enrolled at Philadelphia's High School for Creative and Performing Arts, where he met Trotter and started what would become the Roots.

It was there that he started getting serious about hip-hop. His parents were pretty strict Christians, so he wasn't allowed to have explicit albums in the house. To get around them, he used to hide albums under his mattress. "The more I rebelled, the more they tried to God it out of me," he says. "I wasn't allowed to watch cartoons. I wasn't allowed to watch sitcoms. There was extreme hell to pay for anything Prince-related. Between '82 and '87, I went through about nine copies of *1999*."

(One time, he was at Prince's studio, when he accidentally let slip a curse word. Prince demanded he put \$20 in the swear jar. "I was like, 'For what?' He said, 'You cussed. You can't cuss in here.' I said, 'Motherfucker, do you know how much punishment I went through because of you? You taught me those words!'")

Today, Thompson is one of the world's most successful music dorks. His idea of a fun weekend is digitizing a few dozen of his 77,000 LPs. (He keeps them at a house in Philadelphia that he spent the past eight years converting into a massive library.) He'll spend \$750 in a record store without thinking. "I've eased up in the last two years," he says. "But between '97 and 2006, the least I spent was probably \$50,000 a year. I'd go on 20 binges where I'd spend between \$2,500 and \$4,000 per trip." He also owns a trove of old Michael Jackson masters and Prince rehearsal tapes, and sometimes sits for hours listening to, say, the Revolution work out the bridge on "I Would Die 4 U." Most expensive is an original pressing of Prince's Black Album. (Thompson paid \$3,700 for it.) His friend John Legend says his music knowledge puts even the nerdiest historian to shame; Fallon calls him "a walking Spotify."

Everyone has a favorite Questlove-is-amazing story. Erykah Badu remembers the time he was sick as a dog, drumming at a marathon session past 4 a.m., when he literally nodded off behind the kit. He woke up when he dropped a stick, but still didn't miss a beat. Jay-Z remembers the time they were rehearsing for his *Reasonable Doubt* concert at Radio City and Questlove was learning a new song, counting out the drum parts, and having a conversation all at the same time. ("It was the most amazing thing.")

Fallon's might be the best. "Bruce Springsteen came on the show," he says, "and we were going through his old set lists from the Seventies. Bruce goes" — he slips into a perfect Springsteen — "'Oh, 'Wiggle Waggle'! Roots, do you know 'Wiggle Waggle'?" And the Roots are like, 'Um, no, we don't know 'Wiggle Waggle.'" We talk for three more minutes, and as we go to commercial... the Roots start playing 'Wiggle Waggle'! In the time it took to get to the commercial break, Questlove had found it on the Internet, download-

ed it and taught it to the rest of the band. Bruce was so excited — it was like Christmas morning. He jumped up: 'Oh, man! 'Wiggle Waggle'!"

WITH THOMPSON, EVEN the most unpromising night out has a way of turning into a parade of random cameos.

After his DJ set, he heads up to Hollywood to meet his friend Sasha Grey, the porn-star-turned-*Entourage* regular. They met a few years ago when Grey was in a Roots video, and have remained buddies. He meets her outside the Upright Citizens Brigade comedy club, where she just finished judging an improv show. They're standing on the sidewalk being snapped by paparazzi and deciding where to get food when Thompson gets a text from *Community* star Donald Glover: Did I just drive past you? He says he's on his way to a party and that everyone should come. But Thompson doesn't know if he's up for it; the party is at actress Alison Brie's house, and Thompson has a major crush on her. "That girl is my Kryptonite," he says. "She's gonna have me talking like *Back to the Future*: 'I'm your density.'"

Questlove tried to persuade Jay-Z to enroll at Harvard or Princeton. "He was serious, too," says Jay. "I told him, 'You go to college to get a job, man. I got a job.'"

She's been on *Fallon* before, but he was too nervous to talk to her.

But eventually he's swayed. Up in the Hollywood Hills, Glover answers the door. Danny Pudi, who plays Abed on the show, is also there, along with a few other friends and a Mumford & Sons-ish bluegrass band. Brie takes drink orders, but Thompson demurs; when she disappears into the kitchen, he explains that it's not that he doesn't drink — it's just that his drink taste is kind of embarrassing (e.g., Kahlúa and cream), so he prefers to keep it to himself.

A mini jam session breaks out, with Thompson sitting in on drums and Brie laying down some mean freestyle rhymes. As the night winds down, he gets a few minutes of small talk with her, but in the car on the way home, he's kicking himself. "It's hard, man. As long as my brain is functioning, I'm all types of confident. But

there comes a moment where you're just like, 'Oh, shit, oh shit, oh shit....' Now I'm calm and cool and feel like myself again — back to speaking complete sentences. But I had a hard time telling myself to inhale."

He shakes his head. "The last thing I expected to do was wind up in a jamboree singalong trying not to pine over somebody. Strange night."

THE NEXT DAY, AFTER FLYING back to New York on the red-eye, Thompson is back at Studio 6B prepping for another day of taping. The rest of the Roots are crammed into a six-by-15-foot rehearsal space going over the day's music; Thompson is in his adjoining drum cave. The place is a pop-culture hoarder's paradise. There's the photo of him and President Obama that he uses as his Twitter avatar; the \$50 bill Prince once tipped him for looking good in a suit; the Grammy the Roots won in 1999; and stacks of *Soul Train* DVDs. (There are 1,100 episodes; he owns 400.)

Today's first order of business is running through the walk-on music. They practice the Muppets' "Movin' Right Along" (for *Muppets* star Jason Segel) and "Leader of the Pack" (for Deepak Chopra). Then it's time for Michele Bachmann's song. Thompson cues up "Lyin' Ass Bitch" on YouTube and plays a few seconds of the chorus for the band. It's a bouncy ska tune; if you didn't know the words, it could almost be a kids' song.

"What's that?" asks keyboardist James Poyser.

"You don't want to know," Thompson says.

"Come on, man," insists Poyser. "I wanna know."

"Trust me," Thompson says. "I'm protecting you."

Pretty soon they're on the floor for the taping. They play the song, and for a second, it looks like Bachmann is going to say something. But she doesn't, and everything goes off without a hitch. Afterward, though, Thompson isn't relieved. "I guarantee you, by tomorrow, the Internet will be on fire about it."

Thompson texts me early the next morning: "Off to the principal's office I go...." He was awakened by a 9 a.m. phone call telling him to get to 30 Rock, now. NBC puts out an official statement, and Fallon phones Bachmann personally to apologize. New rules are handed down from on high: Now Thompson has to clear every song with three different people, and under absolutely no circumstances is he allowed to tweet a word about the incident.

In his office later, Fallon plays the nice-guy diplomat. "It was a real bummer that it happened," he says. "We don't want to censor anyone, but..." He shrugs. "I don't know. Maybe Questlove is a Romney guy."

QUESTLOVE

A FEW DAYS LATER, THOMPSON answers the door to his apartment. It's a one-bedroom in a new Frank Gehry-designed building in Lower Manhattan, the tallest residential building in North America. (Thompson was invited to Gehry's housewarming party a few weeks ago, attended by the U2 guys, the Clintons and Martha Stewart, but he was out of town.) At first, he was looking at a place on the 70th floor – but then he asked how long it would take to get to the bottom via the fire escape. “Thirty-nine minutes,” he says. “I was like, ‘I’ll be good with a lower floor.’”

Before he signed the lease in February, he'd either been crashing at hotels or commuting back to Philly every night. He didn't actually spend the night until July; it took five months to get most of his furniture from Europe – like the silver Gaetano Pesce chair or the midnight-blue leather couch that looks out over his 180-degree view of the Brooklyn Bridge and New York Harbor.

But right now, the place is still kind of spare. Most of his collections are in storage in Philadelphia: the drums, the hundreds of vintage lunchboxes, the MC Hammer dolls in their original boxes, the Milton Bradley board games, the 3,000 pairs of sneakers.

On TV, there's an episode of *Soul Train* playing on mute. Thompson likes to have it on because it reminds him of his childhood. “It's not like I'm particularly interested in watching the Sylvers,” he says, nodding to the spangly jumpsuited group onscreen. “This is the one show my parents allowed me to watch when I was a kid. I can remember exactly when this episode first aired – it was 1977, my parents were out of town, I was at my grandma's house and she had a church meeting, so I had to watch this across the street at Miss Philips' house.”

His brain just works a little differently. He's constantly counting his steps – for instance, how many are there between the lobby to the elevator, or can he make it from the makeup room to the drum room in under 100 paces? (“Which is impossible,” he says, “because it's, like, 140.”) Or he'll measure time based on the length of songs. “I'll put on ‘Sister’ from *Dirty Mind*, which is a minute and 19 seconds, and see if I can get in and out of the shower by the end of the song,” he says. “People say it's OCD, but I think it's just games I play to keep my brain occupied.”

And then there are the lists. Thompson reaches over and pops open a MacBook – one of eight he owns. The screen is covered in virtual Stickies – yellow, pink and green ones, about 15 in all. This is where he keeps his lists – possible future album titles, production tricks he still wants to try, songs to put on a mixtape for Jay-Z

and Beyoncé's baby. “Right now, I'm trying to compile my 100 favorite albums of all time,” he says, “but it's all random. Like, I know number one is *Nation of Millions*. But I also have *Let's Get Serious*, by Jermaine Jackson, which I know is my 97th-favorite record for some reason, even though I don't know what 96 is.” He also keeps lists of his top celebrity crushes; on the white-girl list, Alison Brie is currently number two.

It's this kind of obsessive meticulousness that also made him a Twitter star; for a while he was averaging 40 to 50 messages a day. He currently has about 1.7 million followers, or twice as many people as bought the most popular Roots album. He got even more Twit-famous a couple of weeks ago, when he saw hundreds of cops gathering near the Brooklyn Bridge on his

“My therapist has been telling me it's important to establish friendships with people who aren't on the payroll,” says Questlove.

way home and inadvertently became “the Paul Revere of Occupy Wall Street”:

Omg, drivin down south st near #ows. Somethin bout to go down yo, swear I counted 1000 riot gear cops bout to pull sneak attack #carefullyall

A few hours later, the cops swept in and cleared the park. Even on totalitarian crackdowns, Thompson is ahead of the curve.

For all his connections, it's unclear how many close friends he really has. “I've been in therapy for, like, eight years,” he says. “And for the past eight years, my therapist has told me it's important to establish friendships with people who aren't on the payroll.” It's clear he cares about people: Jay-Z, for instance, says that for the longest time, Thompson tried to persuade him to go to college to get his degree. “He was serious, too,” Jay says. “It was Harvard or Princeton, one of the two. He was really pushing me for a while, until I told him, ‘You go to college to get a job, man. I got a job.’”

“He's one of those guys who's a bit awkward,” Jay goes on, “because he's almost too nice. Like, if you hang out one night, the next day he may not speak to you – not because he's shady, but because he doesn't know if you'll remember, or he

doesn't want to bother you. I guess he's got drummer syndrome. He just likes to stay in the background.”

ONE AFTERNOON, THOMPSON is in his *Late Night* dressing room, scrolling through his BlackBerry. It's the day after the Bachmann thing, and he's still feeling pretty bad. Music booker Jonathan Cohen walks in to ask a favor. Will he call Erykah Badu and ask if she'll do a song for their upcoming Christmas week?

Cohen says he doesn't do this very often – in part, because he doesn't want to take advantage, but also because Thompson often goofs it up. Take the time he was supposed to call singer Haley Dekle from the band the Dirty Projectors, but accidentally dialed Haley Joel Osment instead. (“I think he woke him up,” says Cohen.)


This time, he pulls it off. “Hey, Erykah,” Thompson says. “It's Ahmir. Just calling to let you know that your presence has been requested on the James Fallon show next month.” He explains what they're doing, asks if there's any songs she'd want to perform. As he offers a couple of suggestions, someone on the other end starts making suggestions too. Badu, annoyed, hands over the phone.

Thompson's eyes bug out. “Oh, shit!” he says. “What up, Dre!”

It's Andre 3000 of Outkast, in Dallas visiting Badu and their son, Seven, for Thanksgiving. (They were just playing *Mortal Kombat*.) The two make small talk for a minute – mostly Thompson saying he can't wait for a new Andre 3000 album – and then Andre starts telling him how much he loves the Roots' new record. “I wish I'd known that before I turned it in!” Thompson says. A pause. “Oh, man, are you serious? We would love for you to get on a remix! Of course! You're my favorite MC!”

He grabs a Sharpie from the desk. “Can I get your e-mail?” He scribbles it down and his cellphone, too. “I'm honored, man. I've been waiting for this for 17 years. We would always ask for verses and always get shot down. I always thought you hated us. I really appreciate it.”

He hangs up. “Oh, my God,” he says, releasing a massive sigh. “You know when you get a bad report card, and you just know your pop is gonna beat your ass when you get home? That's how I've been feeling all day. But that conversation has taken all the gloom away.”

For a while he just stares at the paper with the number on it, like a fan gazing at an autograph. Then, slipping his BlackBerry in his pocket, he hoists himself off the couch and lumbers into the rehearsal room to sit at his stool. The clock on the wall says 3:15. It's time to start drumming. 

IF YOU SPENT
YEARS TRAPPED
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The MAN WHO LOVES to HATE HIMSELF

How Louis C.K. turned humiliation, rejection, fatherhood and masturbation into the darkest and funniest comedy act in America

By JONAH WEINER

ONE THURSDAY THIS FALL, LOUIS C.K. WAS IN A DRESSING room at Manhattan's Beacon Theatre, passing time between two back-to-back stand-up performances and feeling, as he so often does, like a piece of shit. "I was so upset," he recalls, sitting in the same dressing room a couple of evenings later. The Thursday performances were being taped for an upcoming special, and although they'd both sold out in no time, and although he'd polished his jokes in clubs for months, C.K. had suddenly convinced himself that his material was garbage. "It happens every time," he says, his stocky frame parked in a plush armchair, his thinning red hair freshly trimmed. "I tape two shows, and the first one feels lackluster and uninspired. The audience feels judgmental and disappointed. I'm going, 'This was a mistake. This material's not as good as last year. This is gonna be the one where they say, 'He didn't do it this time.' I didn't do anything right. All this stuff is shit.'" He grins. "Then a few minutes before the second show, I go, 'No. This is fun. I enjoy it.'" ¶ Tonight's Saturday, and he's in a better mood. In 15 minutes he'll head downstairs to riff about receiving impatient hand jobs from Jewish girls, letting deviants fuck his corpse

PHOTOGRAPH BY PETER YANG



Louis C.K. in Little Italy.
“I’m right about things,”
he says. “And when I’m
not, it’s interesting to
watch me be wrong.”

and watching bears eat his daughters from the safety of a locked car. It's the last night of three months on the road and the last time C.K. will ever perform this set: He scraps his act every year, forcing himself to start again. "It's the greatest," he says. "If you write a book, you can't keep writing it." He's enjoying a deli sandwich, unfolding the greasy wax paper and digging in. His friend, the actress Pamela Adlon, who plays C.K.'s crush on his FX sitcom, *Louie*, is sitting nearby. "I feel good, man," he says.

Feeling good isn't really Louis C.K.'s thing. Over 25-odd years of stand-up gigs, a half-dozen cable specials, a short-lived HBO sitcom and, most recently, the FX show, he's perfected a unique mixture of abject self-loathing, crushing pessimism, wide-eyed curiosity and, here and there, glimmers of hard-won sweetness. He'll joke about how his dick and balls resemble "an old horse that nobody brushes anymore" and how he is constantly, revoltingly, tugging on the thing; about how deeply he loves his two little daughters, even if they sometimes act like assholes (his word); about his discomfiting realization, after much thought, that if pedophilia were socially acceptable, pedophiles wouldn't kill children, which would be, oddly, an ultimate good. He's fearless enough to follow his mind wherever it leads, but, beneath all the dejection and dick jokes, there's a deep moral seriousness to C.K.: He's a guy who desperately wants to do the right thing, even if he regularly messes up in the process.

C.K., 44, is ringing out a career year. *Louie* is a critically adored hit that blurs together cringe comedy, poignant drama, bathroom humor, slapstick gore and surrealist flights of fancy: It's impossible to say exactly what you're watching, and impossible to pull your eyes away. In an unprecedented arrangement, C.K. wields absolute creative control over the series, not just starring in it, but also writing, directing and editing every episode by himself, with no network interference in matters of scriptwriting, casting or shooting. It's a deal he insisted on after years of seeing his outré ideas buffed down by writers'-room committee or squashed outright by meddling studios. After *Louie*'s second season wrapped this summer, C.K. (the initials are a rough phonetic rendering of his surname, Szekely) hit the road, selling out clubs, steadily building a meticulously crafted two-hour set that feels like an off-the-cuff confessional. By C.K.'s count, it contains "about four raucous laughs" – his term for the hyperventilating, kick-the-seat-in-front-of-you, holy-grail eruptions he craves, the ones that make other laughs sound like background hum by comparison.

Contributing editor JONAH WEINER
profiled Aziz Ansari in RS 1139.

son: "From the stage you feel this boom, this impact. It's incredible." The money's pretty incredible, too. He's earned between \$25,000 and \$100,000 a night on the tour; for four shows here in New York, he'll pocket \$200,000. "Louis is the funniest man in America," says his longtime friend Chris Rock. "Everything's clicking. I'm sure Prince felt this way when he did *Purple Rain*."

There's a knock at the dressing-room door. In walks a guy wearing designer jeans, a black blazer over a T-shirt and wraparound sunglasses. "Heyyy," C.K. says warily. He doesn't rise. The visitor is Louis Faranda, general manager of venerable Manhattan laugh spot Carolines and a New York comedy-circuit big. He's been booking comics since C.K. was start-

"Eighth and ninth grade were two solid years of dropping acid, coke, Quaaludes, an alarming amount of pot, drinking," C.K. recalls. "By the time I got to high school, I was a recovered drug addict."

ing out, and he helped put together these New York shows. He's hand-delivering C.K.'s checks.

"You having a good time? I'm always worried about you having a good time," Faranda says.

"Why?" C.K. says. He seems irritated all of a sudden.

"You're my biggest worry. You love me, you hate me, you love me, you hate me..."

"I only do one of those things," C.K. says.

"Which is it?" Faranda asks. "I've known him since he's 18. You happy?"

The exchange is deeply awkward. "I'll leave you alone," Faranda finally says, backing off. "OK," C.K. responds.

"I don't know why he wants to keep testing this ground," C.K. tells Adlon after Faranda's gone. "Do we like each other? No, we don't."

Turns out that, back in 1993, when C.K. was auditioning for *Saturday Night Live* at a comedy club, Faranda ordered him to take the stage before the *SNL* people had arrived, despite his pleas. "I didn't used to sell tickets and he didn't book me; now I sell tickets and he books me," C.K. says.

"It's that simple. But he always does this thing: 'Do you love me, do you hate me?'"

"You were so real with him just now," Adlon says approvingly.

He pulls on a plain black T-shirt, his on-stage staple, and we cram into a tiny elevator, descending to stage level. Faranda's waiting.

"I don't know if you love me or you hate me," he tells C.K.

"What does it matter!" C.K. howls. "We don't have a personal relationship! You're not my dad!"

To C.K. – having spent more than half his life toiling in crappy venues and high-pressure writers' rooms, taking shit from comedy-club gatekeepers and notes from network execs and movie-studio suits – true success means having to kiss zero asses. This year has been his monument to that vision of success, from the FX show to the special, which he will edit, post on his website on December 10th, and sell to fans for \$5. He hasn't merely cut out the middleman, but the top man, too. "I have a little bit of a problem with authority," he says later. "I don't like being told what to do or say. It bothers me down in my guts."

Backstage, he cools down. "Look, I'm grateful to you for the past few years," he tells Faranda.

"What about the early days?"

"Of course I'm not grateful to you for them," he says, laughing.

With that, C.K. strides onto the Beacon stage, and 2,800 people roar.

"Don't yell shit out," he warns potential hecklers. "If you have something to say, here's what you do: You write it down on a piece of paper, you go out in the lobby, and then you go home and you kill yourself." The crowd claps and hoots with delight. C.K. smiles.

A FEW DAYS LATER, C.K. opens the door to his Manhattan apartment and, padding around in black athletic socks, leads me to his living room. The vibe is cozily cluttered. Antique rugs cover wood floors. There's a fireplace with an amp and a karaoke machine nestled into it. A portrait of Miles Davis hangs on one wall, and there's a trumpet on the mantle – C.K. loves jazz – beside several pictures. In one, he and his girls, Mary Lou, six, and Kitty, nine, mug goofily. (C.K. and his ex-wife, a painter he doesn't care to discuss, share custody.) In person, C.K. is friendly without being particularly warm: happy to answer questions lengthily, uninterested in small talk. He sits down behind a massive wooden desk with a vintage typewriter on it, gesturing for me to sit on a nearby couch.

He doesn't want me to identify his neighborhood. Boundaries are important to him. When he receives gifts from fans at shows he doesn't open them. If they salute



1



3

Lucky Louis

(1) C.K. doing stand-up. "Louis is the funniest man in America," says Chris Rock. (2) Directing his hit TV show, *Louie*. (3) His senior year of high school, 1985.



2

him on the street, he politely keeps moving. When you tell jokes as soul-scouring as his, people can mistake that onstage candor for real-world intimacy. "I've had people bump into me outside my building, accidentally-on-purpose," he says. "I don't want some guy to John Lennon me."

C.K. tries not to be rude, because he knows what comedy fandom feels like firsthand. As a kid he'd play and replay stand-up LPs by Bill Cosby and Steve Martin, feeling a connection to them, loving the casually gripping way they spoke. "I remember watching this Robin Williams special in the Seventies," C.K. recalls. "He poured insane energy into the show, and at the end, the camera followed him backstage, and he sat down on a couch looking deeply distressed. Reeling. He wasn't like, 'I did it!' It was him, alone. I thought about it a lot. I was like, 'A really tired guy who's working hard? I could be that.'"

He was raised in Mexico City, where he lived until he was seven, at which point his family moved to Massachusetts. C.K. was a depressive kid. In junior high he took to drugs, "closing myself off from feelings," he says. "Eighth and ninth grade were two solid years of dropping acid, snorting coke when somebody had it, Quaaludes, an

alarming amount of pot, mescaline, drinking. By the time I got to high school, I was a recovered drug addict." C.K. ran for a time with a bad crowd, breaking into cars and snatching valuables within. (These days he drinks minimally, and the only time he gets high, he likes to joke, is when he hurts his back and gets to take Percocet.)

Money was tight. His dad, a Hungarian-Mexican economist, moved out when C.K. was 10. His mother raised him and his three sisters herself with a paycheck she earned as a computer programmer. (When I ask C.K. if his dad is part of his life today, he replies, "Not so much," and changes the subject.) Living "near the highway" in the Boston suburb of Newton, C.K. cleaned pools, fixed cars and spent a year as a Kentucky Fried Chicken cook; he brought home KFC turkey dinners two Thanksgivings in a row. After that, he clerked at a video store, where he discovered hardcore porn. "I remember one called *Personal Touch III*," he says. "It was a subjective-camera porn, where they talk to the camera as if it was you. At the start, each cast member introduced themselves, so it's this girl: 'Hey, I can't wait to have this time with you.' Then another girl. Then this fucking guy goes, 'Hey, I'm Steve Powers,

and I'm going to be getting all this pussy while you're playing with your little fucking dick, you loser!'" In C.K.'s comedy, lust and self-laceration are intertwined, and no wonder: Even his porn called him a loser.

Despite a C average in high school, C.K. impressed an NYU-admissions interviewer, who told him the film school would accept him if he applied. C.K. blew it off. "I just couldn't fill out the paperwork. Getting my old transcripts and putting a stamp on an envelope? It made me want to vomit," he says. "I'm still like that. That's why I have an assistant."

One night, he heard a radio ad promoting an open-mic night at the Boston comedy club Stitches. "I was electrified," he says. Amateurs were offered five minutes; C.K. prepared in earnest – and bombed. "I did less than two minutes and walked off to pure silence," he recalls. "It was a total failure. It was terrifying and uncomfortable."

He was hooked. Working hard, he built a reputation, his sense of humor tending toward the absurd – you can watch him on YouTube telling a joke in 1987 in high-pitched dolphin-speak. "He was admired and respected early on," recalls the comedian Greg Fitzsimmons, who came up in Boston around the same time. "His material was conceptual, and he was loud. Boston crowds had this aggressive attitude. The way Louis dealt with it was by taking them off-kilter and jarring the audience."

WHEN C.K. MOVED TO New York around 1989, a stand-up hotshot on the make, he'd race his Honda Super Sport 750 motorcycle up and down the FDR Drive, doing 100 mph between gigs, his pockets bulging with cash from promoters. "I had the world by the fucking balls," he recalls. Then things came toppling down: He crashed the motorcycle, banging up his body. The Eighties comedy bubble burst, clubs closed and ticket sales waned citywide. Stand-up gigs were increasingly hard to come by. He once drove all the way to Norton, Virginia, and Chillicothe, Ohio, "holding down the fort at a Holiday Inn lounge for these drunks and making, like, \$150." A New York-area promoter shorted him brazenly. "What are you going to do about it?" the guy asked; hard up, C.K. worked with him several times afterward.

In 1993, he got a call he describes as life-saving from a former *SNL* writer named Robert Smigel: Would he like a job on a new show called *Late Night With Conan O'Brien*? "Louis' stand-up was too interesting to ignore," says Smigel. C.K. joined the writing staff, earning \$2,500 a week and opening his first-ever bank account.

C.K. was a major force behind *Late Night*'s early, unhinged laughs: He'd dress up as an ant and interrupt Conan's inter-

LOUIS C.K.

views, or re-enact *Apocalypse Now* with pieces of fruit. As a stand-up with a strong independent streak, C.K. enjoyed the collaborative energy of a writers' room, but made sure to carve out his own autonomous turf. "Robert let me do anything I wanted," he recalls. "I got to shoot some elaborate, crazy shit there." Smigel says that C.K. would bridle at the job every now and then, but the rebellions took mirthful form. "In the writers' room, Louis found the most creative ways to waste time. Once, he started throwing money out the window with notes attached to it, like, 'You pathetic pig.' People on Sixth Avenue would pick up the money and read these vile notes, and he'd be looking down, laughing."

C.K. went on to write for *The Dana Carvey Show* and *The Chris Rock Show*, where he won an Emmy. When he became a dad, in 2002, his daffy side began to take a back seat to darker, more personal and self-critical material. Age and fatherhood, he says, compelled the change. "Having kids, you don't escape from it. It's a big, stressful, exhilarating, real-life thing. And it's permanent. You have to grow up."

He started exploring what it means to be a decent person, morphing from an absurdist in the Monty Python tradition to an absurdist social critic in the Bill Hicks tradition. In a 2008 bit, he talks about how fantastic it is to be white: "I can get in a time machine and go to any time and it will be awesome when I get there. That is exclusively a white privilege. Black people can't fuck with time machines! A black guy in a time machine's like, 'Hey, anything before 1980, no, thank you.'" Correcting himself, he adds, "I don't wanna go into the future and find out what happens to white people. We're gonna pay hard for this shit." (Chris Rock calls C.K. "the blackest white guy I know. I called him a nigger a couple of days ago.")

C.K. describes his approach as "deconstruction to a point where you're left with a fucking mess of unanswered questions. It can be a bit painful and scary. That's fun for me." He doesn't want to come off like some moralizing gasbag, of course, so he'll throw in something "totally indefensible." "I'm fucking around with a lot of big ideas, and I don't have the authority to seriously talk about them. So when I make a joke about a baby with a tree branch growing out of its head being the same thing as a Chinese baby, I don't expect you to believe any of this. I'm just being a dick."

Material first comes to C.K. in "pieces," he says — ideas occur, and he'll just start talking about them onstage. "I go down a road, and if I teeter off, OK. Other times, it's, 'I found something!'" Like a comedy Jay-Z, C.K. doesn't write out his sets. "It's all in my head."

Louie is a mad clearinghouse for C.K.'s ideas. One of the most transfixing moments came last season, when Dane Cook

played himself on an episode. In 2006, Cook was accused of stealing C.K.'s jokes, which Cook denied. This year, C.K. decided to write a *Louie* scene in which the two confront each other. He e-mailed Cook the script. "Dane wanted it to be lighter. He said, 'I'm not angry anymore.' And I said, 'Then it's not interesting. I want it to feel private, uncomfortable.'" The fictionalized Cook unloads all the rage and humiliation he's been nursing for years; C.K. says he still believes Cook lifted the jokes, albeit unintentionally.

For his part, Cook maintains that he innocently concocted similar jokes. "When Louis proposed it, I told him, 'I'm getting

THE BEST OF LOUIS C.K.

The stand-up comedian's genius formula is one part funny, two parts crushing

"THE SADDEST HAND JOB"

A hilarious snapshot of marital despair. C.K.'s wife frowningly tugs him to climax. "It was probably the saddest thing that ever happened in America. There should be a monument to that hand job with a reflecting pool."

"9/11"

C.K. poses the ethical question, "How long was it after 9/11 till you masturbated again?" For him, he says, "it was between the two buildings going down." The justification? "I had to do it. I had to. Otherwise they win."

"SUCK A BAG OF DICKS"

C.K. ruminates on a stranger's bizarre insult. "Is it like a plastic bag? Or is it like a paper bag and they're sticking out like baguettes? Do I have to make them all cum?"

on the next flight to New York," Cook says. "It was an emotional moment for me." He says the accusations carried extra sting because of his admiration for C.K. "He's the best stand-up doing it."

The deal C.K. has with FX is that they give him a relatively meager \$300,000 per episode, and he spends it however he wants. He declined more lucrative deals, because those came with strings. He'd been burned when HBO, amid a regime change, canceled *Lucky Louie* after one season, and he'd been chastened by the experience of writing and directing the 2001 blaxploitation parody *Pootie Tang*. It was supposed to be his big directorial break, but Paramount, he says, unhappy with his work, yanked the movie away and recut it without him. Today, he declares that the only way he'll make another movie is if a studio gives him \$8 million and total autonomy. "It's not that I control


a bunch of people," he says, describing the way he likes to work. "It's just that nobody controls me."

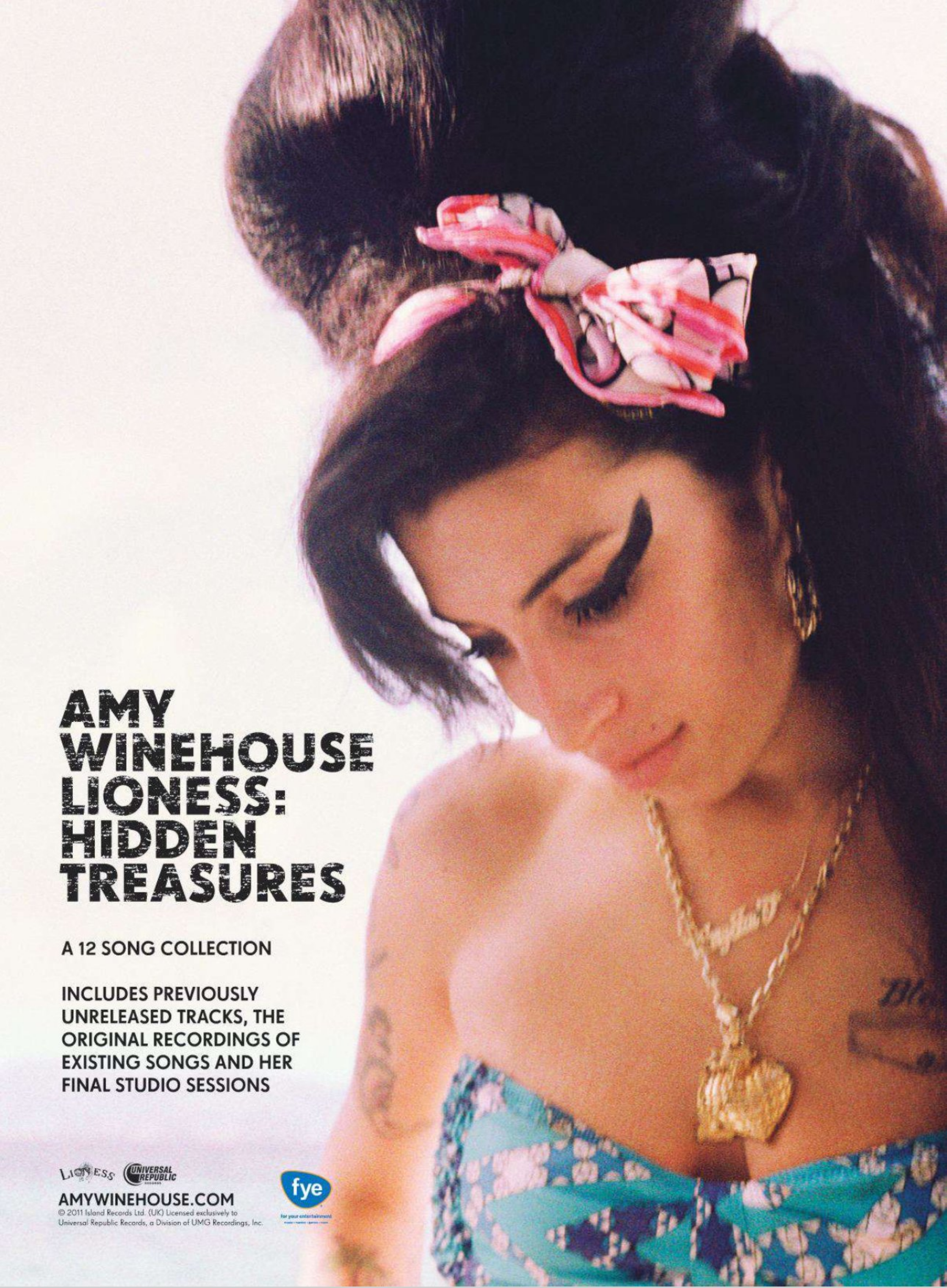
C.K. GETS OUT FROM BEHIND his desk and walks to a table in the living-room corner. "I have got to start editing this fucking special," he says. It's hard to say how much of C.K.'s bummed-prophet persona is an act, and to what degree he's that way in real life. But he's certainly healthier than his comedy lets on (he's been boxing pretty rigorously), and, you get the sense, happier, too. He's been in a long-distance relationship for two years, and though he won't talk about it on the record, he concedes that this news will "probably make people happy knowing how miserable I am on *Louie*."

On the table are two computer monitors hooked up to a flatscreen TV. C.K. fires up Final Cut Pro. By releasing the special himself, he says, he can keep the price down. You see his working-class values on this score; he even grilled his online dudes on whether fans could pay with money orders if they didn't have credit cards in good standing. "I really feel connected to the people who pay to see me," he says. "They end up paying all those premium ticket costs and add-ons for the promoters — it's fucking brutal. I don't want people to pay more just because they like me more."

He has to post the special in a few weeks, and he's stressed about the deadline. "I have to edit stuff myself," he says. "I can't sit behind someone, telling them what I want and waiting for them to do it." He finds the footage he thinks will open the special. It's him walking down Broadway, glancing wide-eyed at deli owners and street weirdos, a ginger Travis Bickle about to go ballistic with masturbation jokes.

"Where's the sound?" C.K. says, clicking through folders. "Fuck," he says. Click, click. "That's real bad. That's fucking dumb." Click, click. "Ah, boy, I might have fucked something up here." He plugs in an external drive, checks it — nothing. He exhales deeply. "It'll be OK. It's somewhere." One downside to having full creative control is that it means a ton of grunt work. Another downside is that, if things go wrong, there's no one to blame but yourself — that's the deal if you're the only person you can stand taking directions from.

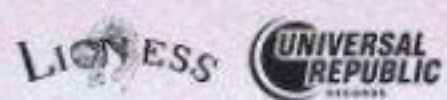
"I wouldn't have taken all this on if I didn't think I could do it," C.K. says. "I used to need help. Now I know I can do it myself. I'm right about things, and when I'm not, it's interesting to watch me be wrong. There's nothing above me except responsibility to the work. If that sucks, then what was the fucking point of being in charge?" He furrows his brow, turns back to the computer. It's him, alone, a really tired guy working hard. 



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WHAT JUST HAPPENED?

From Scorsese to Sting, 42 of America's smartest, funniest people tackle the year that brought us Occupy Wall Street, SEAL Team 6, Herman Cain and a bunch more stuff you wish you could forget

BILL MAHER

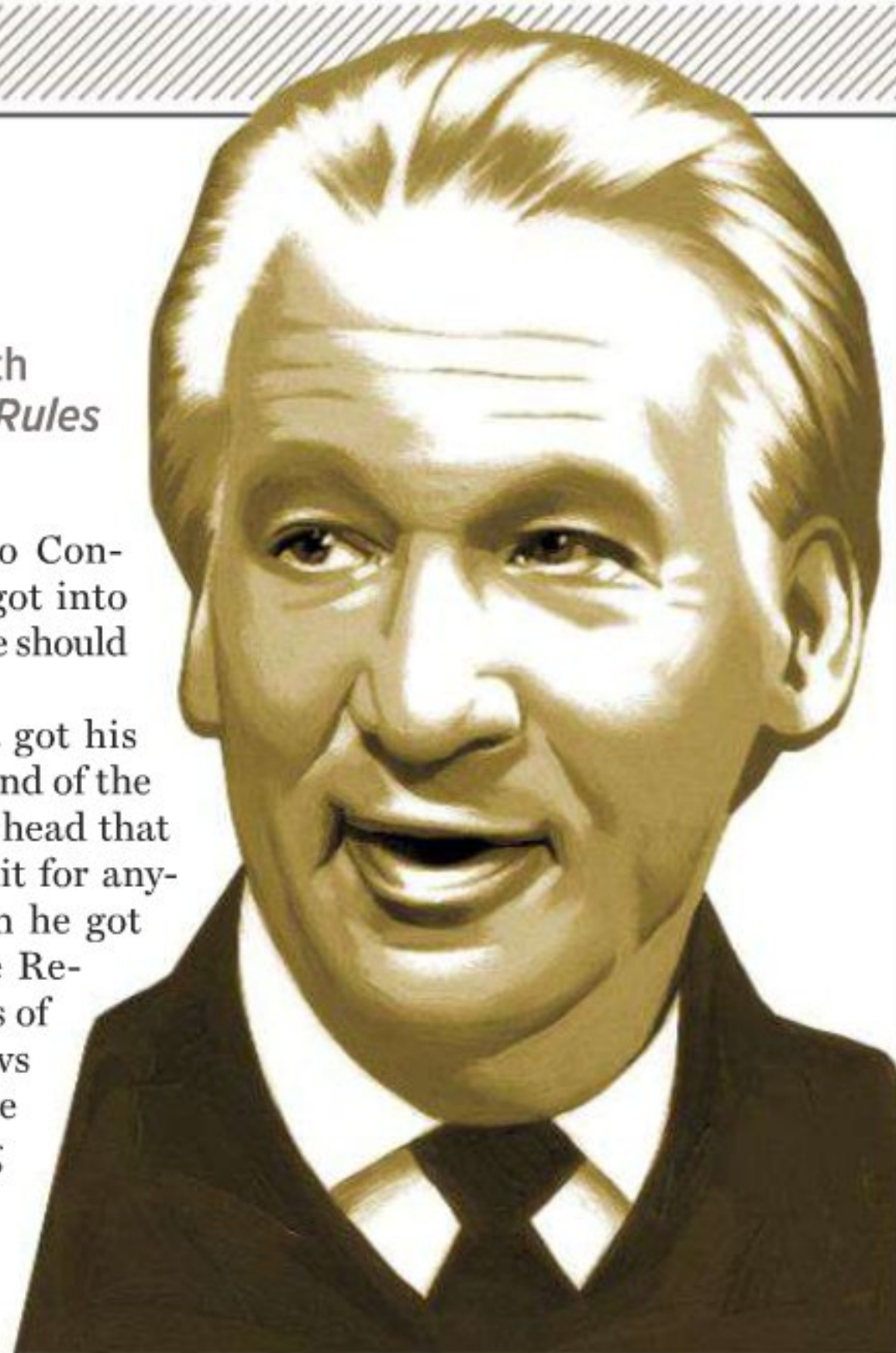
America's pot-smoking moral conscience hosted the ninth season of *Real Time*; published his fifth book, *The New New Rules*

THE GOP RACE Back in 2009, when Bush was leaving, the media was all asking, "Is comedy over?" I remember saying at the time, "You don't realize that the douchebag bench of the Republican party is so deep." Michele Bachmann emerges, and you're thinking it can't get any stupider than that, and then there's Rick Perry and Mr. Herman Cain. And Newt Gingrich – when I hear them call him "the foremost intellectual in the Republican Party," I think, "Yeah, probably." How sad is that?

THE DEBT-CEILING DEBACLE That was a good example of what happens when you elect a Tea Bagger to Congress. Knowledge-challenged, brain-dead

people elected their like to Congress, and that is how we got into an argument over whether we should pay our bills.

OBAMA'S EPIPHANY Obama got his mojo back a little bit at the end of the year. He finally got it in his head that he's never going to get credit for anything he does. Maybe when he got Osama bin Laden, and the Republicans gave him 12 hours of applause, and then Fox News was right back to "George Bush is not really getting the credit he deserves." Yeah, 'cause he didn't get Osama. He got Wesley Snipes.



THE YEAR IN REVIEW

"Everything is really weird right now. There's a shift in consciousness going on. I have a lot of hope, but so many of my friends don't have health insurance."

JIM JAMES My Morning Jacket

TRACY MORGAN

30 Rock star returned for fifth season; shot movie with Jesse Eisenberg

SEAL TEAM MORGAN The best moment of the year was the night that I offed bin Laden. I killed him. Obama called me and said I need an account cashed in. I said, "Who?" He said bin Laden, and I went and clipped the guy with my .38. After I shot him the theme from *The Love Boat* came on. I wasn't surprised to find tons of porno in there. I knew the guy was a widdy-biddy-bing-bong freak like me.

BEST RIVALRY Nobody knows about this, but the Republicans and the Democrats had a basketball game in the backyard of the White House and Joe Biden set a vicious moving pick on Dick Cheney. An old Detroit pick, he dislocated Cheney's shoulder. So that might start the next revolution.

IT'S OBAMA'S FAULT If we can't blame Obama, who are we going to blame? He's the president! That's what being the president is about. Do you see those gray hairs in his head? He had an Afro that was pure black when he got into office - now that shit is gray. He's starting to look like a black Frank Sinatra. He tried to get that government cheese program back up and running - that would have brought down crime! People who wanted to go out and rob folks would be too constipated and just sit on the bowl.

ON 2012 This country needs an enema! We need an enema.



LARS ULRICH

Metallica are celebrating their 30th anniversary this month

METAL IN THE MIDDLE EAST We were on-stage in Abu Dhabi a month ago, and there were flags out there from Lebanon, Iran, Syria, Jordan and Saudi Arabia. It blew my mind. I didn't see any religious affiliations or distinctions of borders. I didn't see anything other than kids with big smiles on their faces.

WEST MEMPHIS THREE Three innocent kids spent 18 years of their lives at the receiving end of something unjust. But the release of the West Memphis Three this year is proof that if people stick with their beliefs, these messages can be heard - and with social media, heard on a worldwide basis.

STING

Turned 60; released solo-career box set 25 Years; hit the road

WHY 'OCCUPY' MATTERS

We're losing faith in our institutions - whether it's government, church or the banking system. Everything is up for grabs, and the music industry is imploding. And you could get despondent about that - but my feeling is that we are at the precipice of a crisis, and that's the only way we evolve as a species. By arriving at crisis and figuring how to get out of it. It's exciting.

BANK REFORM Even though I'm intrigued by the Occupy movement, I don't think we can abolish money. I think money is actually useful for commerce and transactions. I have a problem with interest, though. I think we should look at an idea like negative interest - when people sit on money and it makes money, that money is not getting used.

'OCCUPY' FROM A DISTANCE

I don't think celebrities should necessarily go to Occupy events. They're usually there to aggrandize themselves, anyway. I will support it from a distance. We have to get back to civic responsibility at some point - otherwise we don't have a society.

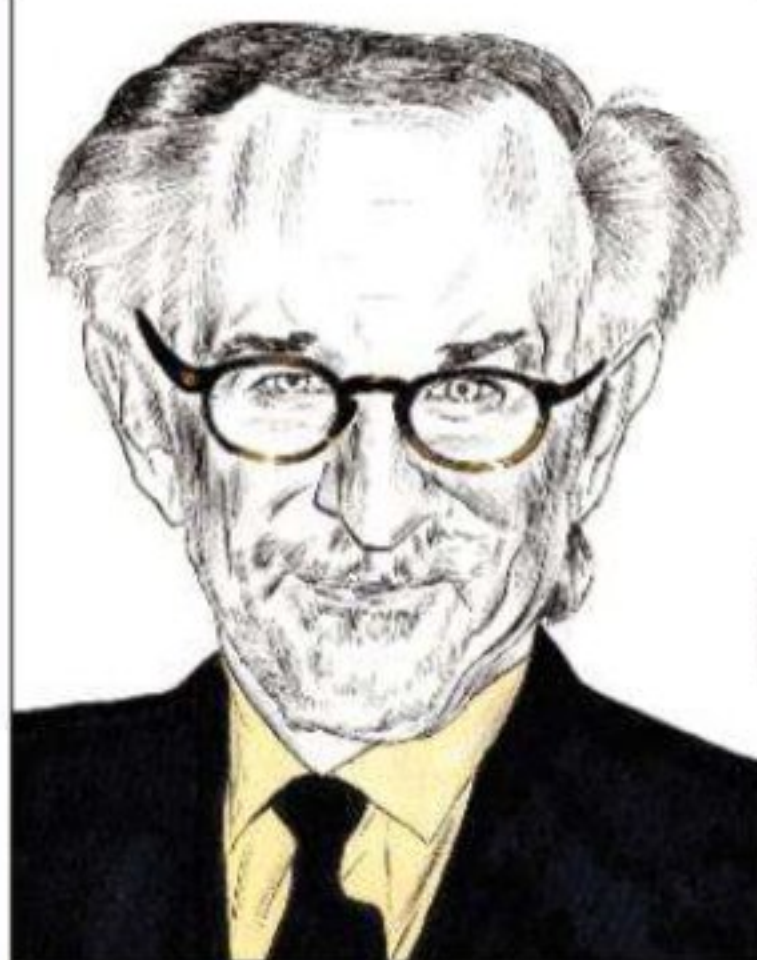


FROM LEFT: ANDY FRIEDMAN; DAVID COWLES

"The whole Rupert Murdoch thing – it's really nasty that the press has become so hungry that they would hack people's phones."

MARK FOSTER

Foster the People



STEVEN SPIELBERG

Now shooting 2012's *Lincoln*; *Tintin* and *War Horse* out this month

ON LINCOLN You're asking me about 2011? I've been living in the 19th century. There are no comparisons between Lincoln and Obama. No president has ever had to endure and resolve a civil war and abolish slavery within a four-year period.

CALL OF DUTY I've been too busy to play video games, but nothing was going to stop me from playing *Call of Duty: Modern Warfare 3*.

MICHAEL STIPE

R.E.M. broke up this fall after releasing their 15th album, *Collapse Into Now*

ON 'OCCUPY WALL STREET' I'm not diminishing organized marches on Washington. But that's something that people join onto. It's not an individual going, "I've had it. I have something to say. I'm upset. I want to voice that." Obama needs us outside the gates. Now he can say to his advisers, "I say this, and our constituency supports it. Let's move on it. Let's act." Maybe it will give him the courage he needs to implement some unpopular decisions that might bring this country back from the brink of disaster.

LIFE AFTER R.E.M. People in London were asking me, "Is a career in politics next?" I'm like, "Are you out of your fucking mind? Do you realize the degree to which I am unable to compromise?" That's part of what's driven this thing called R.E.M. – us being so stubborn and bullheaded toward one another.

THE GREATNESS OF ADELE She's just 23 and so together, funny and self-aware. She has an amazing voice, writes her own material and has this potty mouth when she isn't singing. We have another strong woman who is absolutely unafraid to be herself.



FRANK RICH

New York Times columnist left the paper after 31 years

ON GAY MARRIAGE New York's legalization of gay marriage could mark a turning point. Even homophobes on the right had to start retreating a bit from the ugliness of their language. That New York gave its imprimatur makes a difference – New York has cultural meaning, it's the town of the Yankees and *Sex and the City* and "If you can make it there, you can make it anywhere." This isn't going to change nationally overnight – it's heading toward the Supreme Court.

CAMPAIGN 2012 For sheer entertainment value, nothing can top the Republican race

for president. There's a reality-show-contest aspect that I think is a reflection of deep existential panic in America. All the rules are off because people are scared about their jobs or their homes or their 401(k)s, if they still have any of those things. People are desperate and willing to try new things, and the most positive example of that, one could argue, was the election of Obama. But the other side of it is, some freak could get up there. That Herman Cain or Donald Trump could be taken seriously by more than 10 people for more than a minute is astounding.

"I HATE CYBERBULLYING. JUST THE AMOUNT OF GAY PEOPLE THAT COMMIT SUICIDE BECAUSE OF SOMETHING SOMEONE PUT ON FACEBOOK IS DISGUSTING AND HORRIBLE. I'M TRYING TO DO MY OWN ANTI-BULLYING CAMPAIGN." **SNOOKI** Jersey Shore star

DONALD TRUMP

Celebrity Apprentice host; briefly led the GOP field

THE PROBLEM WITH D.C. I've been watching the political scene for many years, and I have never seen it like this. There's a great incompetence in Washington, and people are taking to the streets - I'm talking about both Tea Party and the Occupy folks. In a lot of ways, they're in the same ballpark. They're talking about incompetence, they're talking about things not getting done.

FAVORITE SONG [Rapper] Mac Miller's "Donald Trump" is up to 37 million YouTube hits, right? Mac Miller is tearing up the charts. I hope he's going to pay me 25 percent.

ENDING HIS CANDIDACY You know I was leading in the polls when I left. I left because of "equal time." I'm on two hours of prime time every Sun-

day night. That would mean every candidate would have to be given two hours on prime time every Sunday night - give me a break. It's a ridiculous law.

THE BIRTH CERTIFICATE

Whether or not it's Obama's real certificate, who knows? It certainly took him four years to give it. We have the Manchurian Candidate as our president. I was able to get him to produce his birth certificate, or whatever it is, and I'm very happy with the decision. Now the question is whether or not that's in fact a birth certificate. A lot of people say it's not. I would leave that up to them.



KESHA

Hit the road with her Get \$leazy world tour; working on new LP with Dr. Luke

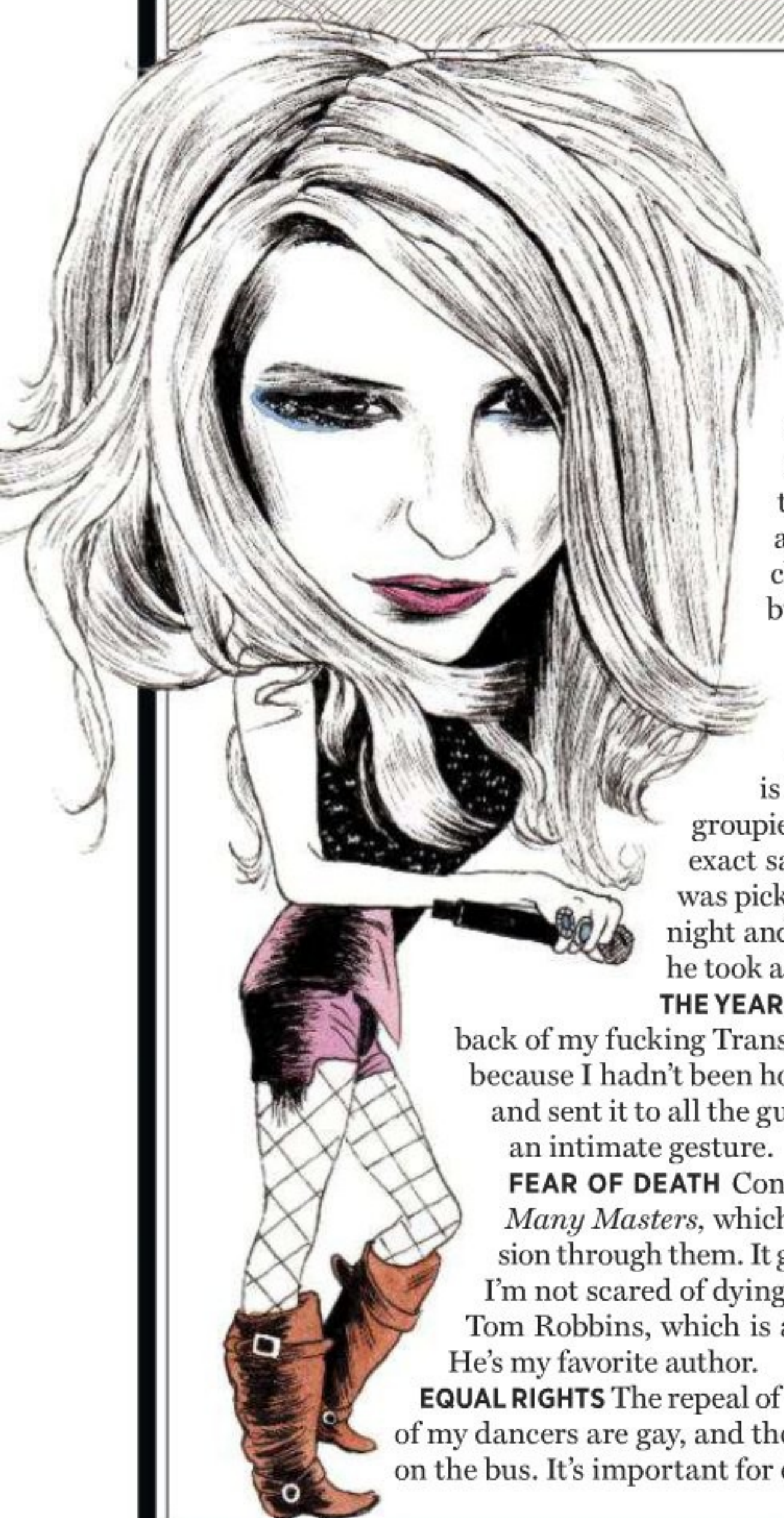
ON PHOTOGRAPHY Touring with LMFAO and Spank Rock, my bus was an out-of-control party train. We'd have epic dance parties and jam sessions and end up in each other's clothing. And I have a wall of dicks on my bus. Every guy that came onto it had to drop trou and take a Polaroid of their dick - even the bus drivers.

MALE GROUPIES I was put here in this musical world for many reasons, but one of them is to level the playing field. So if guys can have groupies and be celebrated for it, I plan on doing the exact same thing. My most proud groupie moment was picking up a guy from Harvard. We hung out all night and then I dropped him off at a truck stop and he took a \$300 cab ride back to Harvard.

THE YEAR'S WORST SMELL I just found a dead rat in the back of my fucking Trans-Am. I don't know how long he's been there because I hadn't been home in such a long time. I took a picture of it and sent it to all the guys I'm boning because I thought it would be an intimate gesture.

FEAR OF DEATH Conquered! I read a book called *Many Lives, Many Masters*, which is about past lives and your soul's progression through them. It gave me a whole new outlook on death, where I'm not scared of dying anymore. I also read *Jitterbug Perfume*, by Tom Robbins, which is about immortality and the power of scents. He's my favorite author.

EQUAL RIGHTS The repeal of "don't ask, don't tell" was totally relevant. All of my dancers are gay, and the night it was repealed we had a celebration on the bus. It's important for every human being to have the same rights.



SAMMY HAGAR

Published bestselling memoir, *Red*; cut new LP with Chickenfoot

AGAINST OCCUPY I'm with John Lennon in "Revolution": When you talk about destruction, you can count me out. I'm not liking what I'm seeing - it makes me think it's the end of the world. In Occupy Wall Street, there's a handful of people that are trying to make a statement. Then these guys come in throwing Molotov cocktails, like in Oakland, busting store windows of little mom-and-pop shops. That's not going to solve anything.

FAVORITE MOVIE *The Help*. That was pretty damn special. They dealt with some of the ugliest things in the past, but you didn't have to see the guy get his face beat in. You didn't have to see the woman get raped. You knew it was happening, but it was brilliant that they didn't shove it down your throat. It was the opposite of all these violent films. When I walked out I thought, "This movie left me with a great feeling."

"Drake's 'Take Care' has this energy and sincerity that I just want to climb into over and over again."

CARRIE BROWNSTEIN

Wild Flag, 'Portlandia'

FROM TOP: THOMAS FUCHS; ANDY FRIEDMAN

"I WAS EXCITED TO SEE PEOPLE TAKING TO THE STREETS. I'M A LAZY SON OF A BITCH AND DIDN'T GET DOWN THERE, BUT I ADMIRE THOSE WHO DID."

WOODY HARRELSON

TOM MORELLO

The guitarist released his third Nightwatchman album, *World Wide Rebel Songs*, and celebrated 20 years of Rage Against the Machine

WHY ACTIVISM MATTERS The Vietnam War peace movement was so huge in part because young people were directly affected by the draft. Now young people are directly affected by this teetering economy. They're not looking at a bright future. The "hope" that was the cornerstone of the Obama campaign hasn't panned out the way that all of those young people who went door to door getting 10 people to the polls apiece figured. I've been able to become the person I was meant to be. Most people, due to crushing poverty, are not. There are Mozarts and curers of cancer in the slums of Calcutta. That's truer now than ever.

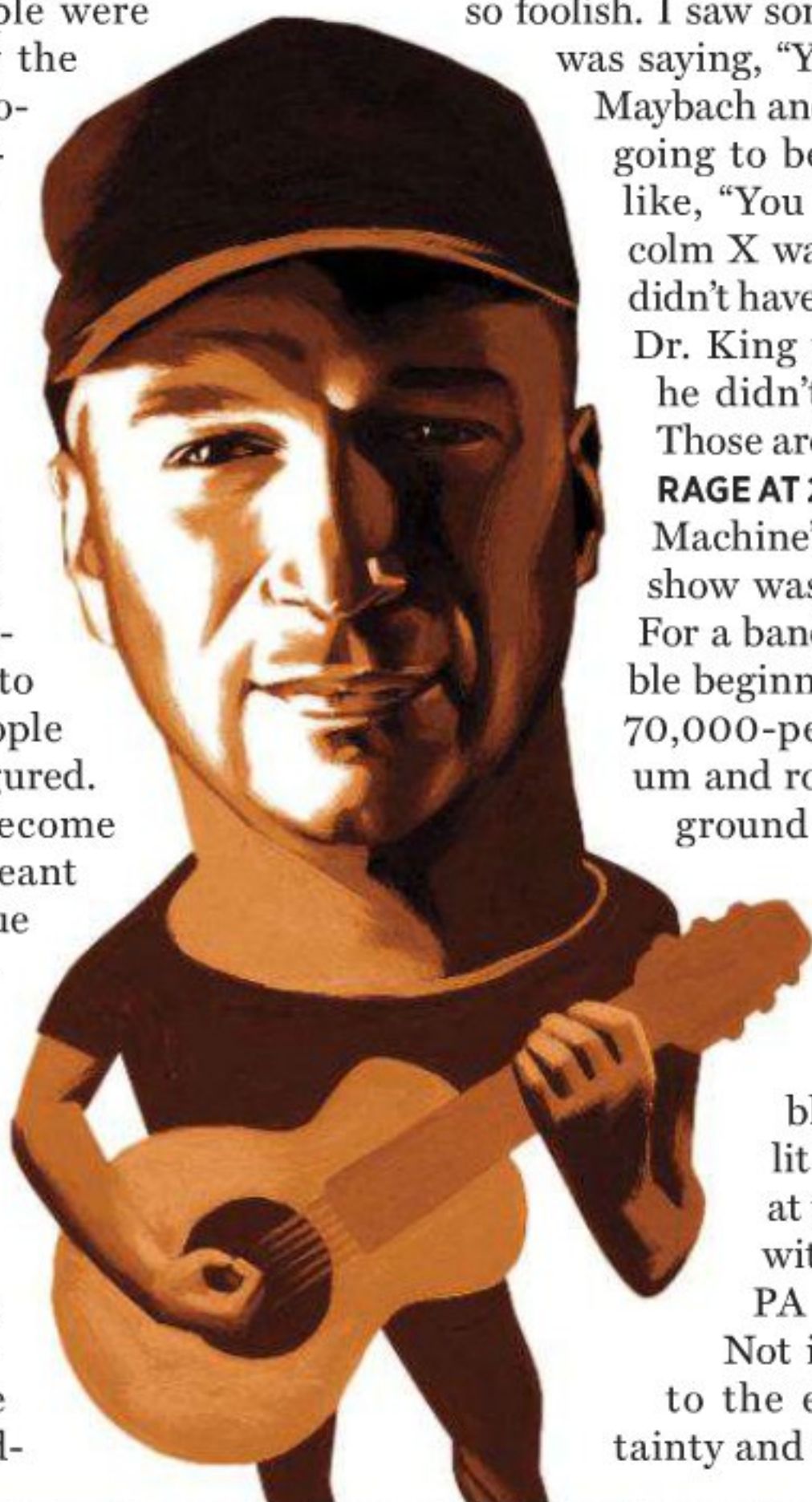
ON MATERIALISM In this terrible economy, the glitz and the glamour of the red-

carpet arrivals and these plastic acts bragging about how much cash they have looks so foolish. I saw some record producer was saying, "You've got to have a Maybach and a Bentley if you're going to be a big dog." I was like, "You know what? Malcolm X was a big dog and he didn't have either one of those. Dr. King was a big dog and he didn't have any of that. Those are some big dogs."

RAGE AT 20 Rage Against the Machine's 20th-anniversary show was pretty emotional. For a band with a very humble beginning to stand in the 70,000-person L.A. Coliseum and rock the place to the ground was staggering. It

was like pirates had taken over the place. Before we played, the stadium went black, and then we lit the Olympic torch at the top. We opened with "Testify" and the PA went out twice.

Not ideal, but it added to the element of uncertainty and danger.



KALLE LASN

Adbusters editor, conceived Occupy Wall Street

start happening next spring. *Adbusters* will keep putting out tactical briefings and offering our two cents on where we think things will go, but the Occupy movement has a life of its own now.

A THIRD POLITICAL PARTY If the occupiers have a choice between Rick Perry and Obama, most will vote for Obama. But I think the movement is mightily disillusioned with the president. The movement could give birth to a third political party, a hybrid of the left and the right, that could really change things in America. And there are millions of people who feel that way.

WHAT'S NEXT FOR OCCUPY Zuccotti Park is the spiritual heart of the movement, but I hope the protesters in New York start widening their perspective now. The first phase was wonderful, it was leaderless, it was demandless, it inspired millions of young people to get politically engaged. Now we're moving into another phase. Many of us will go home and come back next spring. Occupiers may start pulling pranks and shenanigans in malls and maybe try an Occupy Christmas campaign. But the really interesting stuff will



CHRIS ROCK

Debuted on Broadway in *The Motherfucker With the Hat*

BEST CONCERT Jay-Z and Kanye at Madison Square Garden. I've seen Run-DMC at Madison Square Garden, I've seen Prince at Madison Square Garden, I've seen Michael Jackson, U2, Eddie Murphy – and this might be the greatest show I ever saw. It's the equivalent of the Billy Joel-Elton John tour, but if they did it in 1979, when the songs were hot! I did text Kanye, like, "Dude, you're wearing *waaaay* too much clothes." He had that leather kilt and leather pants. Jay's 10 years older, and you're the one sweating!

WORST MOMENT I saw Heavy D two, three weeks before he died, at Eddie Murphy's house. I was the opening act on the first Heavy D tour when I was, like, 18, probably making 150 bucks a night. It was the best summer of my childhood. When the big man danced, people lost their fucking minds.

BEST DIRECTOR I just saw *The Descendants*. Alexander Payne is my favorite guy not named Woody Allen. Alexander Payne is the fucking truth. We are lucky to be living in the time of Alexander Payne.

NOEL GALLAGHER

Oasis guitarist debuted new band, Noel Gallagher's High Flying Birds

DON'T OCCUPY I don't know about Occupy Wall Street. These things never change anything. What do they think, they're going to bring down the all-powerful banking system? What would happen then? Anarchy! Sorry, but the one place where there isn't going to be anarchy in the whole fucking world is in the United States of America.

BEST BOOK I just finished this book called *Area 51: An Uncensored History*. It's not an alien-conspiracy thing – it's about what actu-

ally went on there in the Forties, the super-spy planes they were building, nuclear testing and all that. The CIA and the Air Force let the alien-spaceships story grow so that it would keep people from realizing what was actually going on there. It was so good that the minute I finished it, I read it again.

ON GAGA My 11-year-old daughter likes Lady Gaga. My wife likes her. My cat even likes her. I hear the songs around the house. But I have no opinion about her, really.



CONAN O'BRIEN

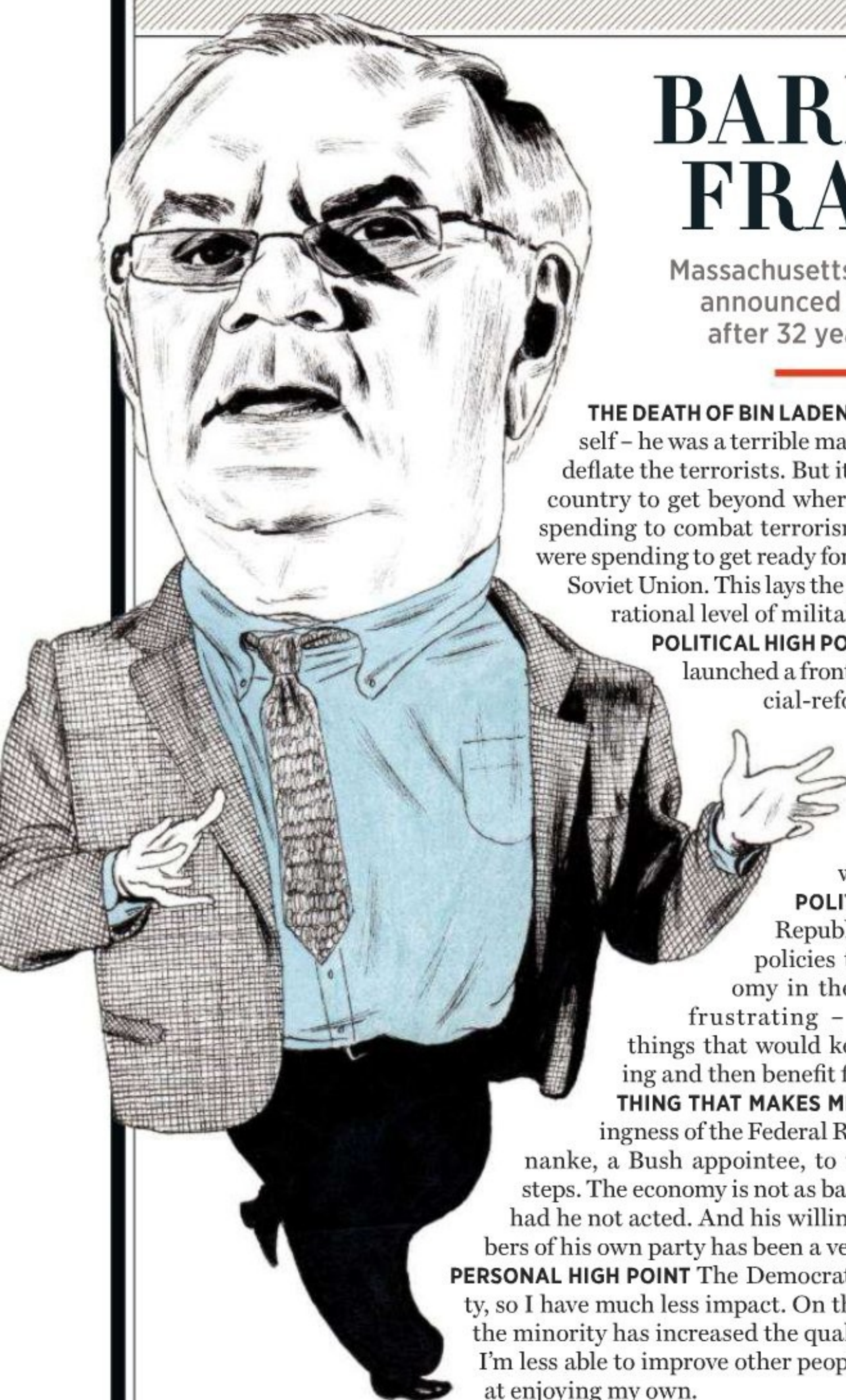
Finishing his first year hosting *Conan* on TBS

WORST PLOT DEVICE The line in *Hangover 2* when Bradley Cooper says, "It's happening again." It was this really incredibly cynical thing of "We've got to make another one. How are we going to get away with this? Oh, screw it. Just turn to the camera and say, 'It's happening again,' and have the same stuff happen."

BEST MOMENT I spoke at Dartmouth this year, and they gave me a degree. I'm actually an eye surgeon now. I'm qualified to remove people's corneas.

"I went to Occupy Oakland. It had a real flea-market-y, Renaissance Faire-type thing going, spinning sticks around and whatnot."

VICTOR VAZQUEZ
Rapper, Das Racist



BARNEY FRANK

Massachusetts congressman announced he's retiring after 32 years in office

THE DEATH OF BIN LADEN It was important in itself – he was a terrible man, and I think it helped deflate the terrorists. But it was important for the country to get beyond where we've been. We were spending to combat terrorism on the scale that we were spending to get ready for a nuclear war with the Soviet Union. This lays the groundwork for a more rational level of military spending.

POLITICAL HIGH POINT [The right] has not launched a frontal assault on the financial-reform bill, because they understand it's popular. So even though they've been able to snipe at it, they have not undone what we've done.

POLITICAL LOW POINT The Republicans refused to adopt policies to stimulate the economy in the short term. It's very frustrating – they interfere with things that would keep the economy moving and then benefit from it.

THING THAT MAKES ME OPTIMISTIC The willingness of the Federal Reserve, under Ben Bernanke, a Bush appointee, to take some stimulative steps. The economy is not as bad as it would have been had he not acted. And his willingness to take on members of his own party has been a very positive thing.

PERSONAL HIGH POINT The Democrats aren't in the majority, so I have much less impact. On the other hand, being in the minority has increased the quality of my personal life. I'm less able to improve other people's lives, but far better at enjoying my own.

"I love Adele's '21.' It was so delightful to see an artist with such soul and so outside the cookie-cutterness of the last decade — and who can sing!"

MELISSA ETHERIDGE

Singer-songwriter, activist

AL SHARPTON

Debuted new MSNBC show, *PoliticsNation*

BEST BOOK I've been critical of Bill Clinton, but I thought *Back to Work* was excellent. He lays out how he raised taxes and the economy improved. Here's a guy that did it! I don't think you could have a more powerful witness than that.

BEST CONCERT Wynton Marsalis did "Duke Ellington's Cotton Club Parade." I go to everything from gospel to Jay-Z, but that's my highlight.



AUBREY PLAZA

Parks and Recreation's breakout comedian shot a movie with Charlie Sheen and Bill Murray; guest-starred on Portlandia

CHARLIE SHEEN I just made a movie with him, so I got some first-hand Charlie Sheen hangout time. He's a really talented actor, and I learned a lot from watching him act. But otherwise, I was just trying to absorb his crazy wizard energy. I wanted it to transfer into my own body.

ON THEFT Sometimes when I have a break, I sneak onto the set of *The Talk* and steal things. Like right now I'm looking at a poster that I stole that just says YAY and has a smiley face on it. I think they used it to get the audience to say, "Yay!" But now they won't say it because I have that poster.

FAVORITE REALITY SHOW I'm super-into *Real Housewives of Beverly Hills*. There should be a reality show about that reality show. I had a dream that I went to some political event with Kyle and Mauricio the other day. And then last night my boyfriend had a dream that I had to move to Australia with Kyle and Mauricio. I don't know what is happening, but I definitely have a weird connection with Kyle and Mauricio.



STEWART BRAND

Environmentalist, futurist, Silicon Valley pioneer

CLEAN ENERGY The big breakthrough will come next year at Lawrence Livermore National Lab, where they are on the brink of getting a nuclear fusion ignition. If they can get the engineering right, all other forms of electricity generation will look dirty.

ZUCCOTTI PARK Tents are the new icon of protest — boy, did that go viral fast!

STEVE JOBS Steve was a jewel-like, exquisite expression of some aspects of the Sixties. I think it was something he hung on to as a way to keep continuity with his youthful idealism. But is the rest of the hippie thing gone? No, it seems alive and well as the basic mode of behavior on the Web. And now, with 3D printers, people are moving from hacking code to hacking... stuff. Next up are going to be biotech hackers, who are creating new organisms, new living things — and will be as transformative over the next few decades as software hackers were way back when.

"THE GREATEST CULTURAL MOMENT WAS WHEN HOWARD STERN RENEWED HIS CONTRACT WITH SIRIUS. EVER SINCE I MOVED TO NASHVILLE AND GOT SATELLITE RADIO IN MY CAR, I'VE BECOME A TOTAL FANBOY."

PATRICK CARNEY Drummer, the Black Keys

DAVID CROSBY

Toured with Graham Nash (including a set in Zuccotti Park); staged all-star Musicians United for Safe Energy concert benefiting Japan disaster relief



MONEY RULES WASHINGTON Nobody feels as if they have any representation in Washington, and they feel like Washington is owned by the corporations. For once, they've actually figured something out correctly. I think that a lot of us had hope that Obama, being as bright as he is, would be a force for change. But the way the system works is that in order to get any office, you have to spend serious amounts of money, which means you have to make deals with the guys who have the money. That's where we lost control of our country. I don't think that's what the framers of the Constitution had in mind.

PERFORMING AT OCCUPY I was very nervous, struggling through this crowd and I'm standing on this stone in Zuccotti Park. I've got no amp and I'm singing at the top of my lungs, and all of a sudden, they're all singing along with me and Graham [Nash]. That's when it felt good. It made us get excited, like we were doing our job. I felt like Woody Guthrie was listening over my shoulder.

"It's so crazy that we can't fix our roads and bridges. A first-world country is defined by more than just really good restaurants."

JOEL MCHALE

Star of NBC's *Community*

JB SMOOVE

Curb Your Enthusiasm co-star returned for show's eighth season

ARIANNA HUFFINGTON

Editor of AOL-Huffington Post – AOL acquired HuffPo for \$315 million

WHY I HAVE HOPE The nearly worldwide push for more democracy. From the Middle East to the United States, people are responding to failed institutions and dysfunctional political systems with optimism and faith in their power to shape the future.

WHY I WORRY The destructive and bizarre mania for austerity that has swept Europe and the United States. Dealing with multiple long-term debt crises is imperative, but the worst way to do it is to cripple the most effective deficit-killing weapon available: a growing economy.

GABBY GIFFORDS' RESILIENCE Congresswoman Giffords' shooting, with the tragic deaths of six people, was a stark reminder of the worst possible way to take political action. But her recovery, while not erasing the tragedy, has been a welcome high point.

FAVORITE TV SHOW *Oprah's Life-class*. It's inspiring to watch people arrive at realizations about their lives that are transformational.



ON BONNAROO My wife's a singer, Shahidah Omar. We rented an A-class RV and drove from Los Angeles all the way to Bonnaroo. She did two shows. Ripped it. Ripped it to pieces! Eminem closed the night, fireworks everywhere. Eminem ripped it, too. I called it the White People Festival, because it's white people everywhere. White folks everywhere! Everywhere! White people have these things all the time, and black people don't know about it. You've got to have white friends to find out about the good stuff.

LIFE AS LEON I'm going to be honest about this Leon character. No one could live like that. I meet fans all the time who get so consumed with this dude. You can live by his Leonisms, but in the real world, who would let a grown-ass black man live in their house that long? Who the hell is going to let a grown-ass black man walk around their house drinking an orange juice and eating a family-size bag of potato chips?

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THE YEAR IN REVIEW

ZOOEY DESCHANEL

Actress and singer debuted hit Fox sitcom *New Girl*; released *A Very She & Him Christmas* LP

'BRIDESMAIDS' A huge door opened this year – *Bridesmaids* kind of set it off. I remember when it came out, every girl was tweeting, “Go see *Bridesmaids*!” It felt like people were getting over their petty rivalries to support the movie – there used to be this misconception that if another woman succeeds, then I won’t. Suddenly, everyone realized that this was a battle we could all win as women who do comedy.

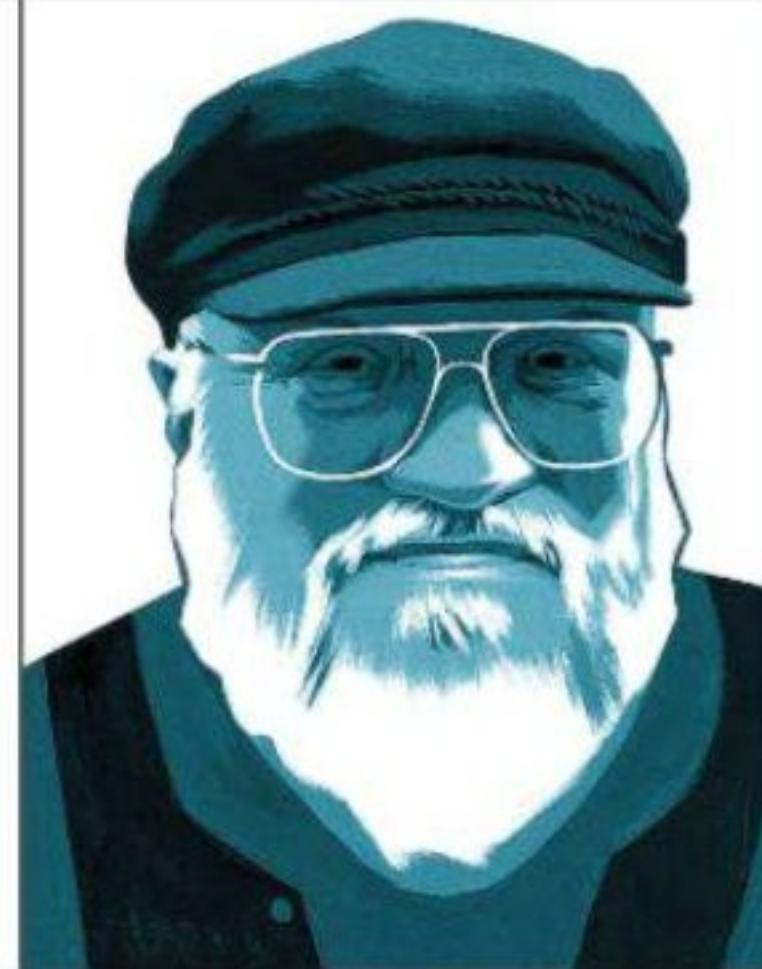
GETTING TO BE FUNNY I get to do so much comedy on *New Girl*. I hadn’t really had that opportunity before. I can’t say what I was – someone who played people’s girlfriends in comedies? I was sort of in that zone of “she’s funny but not that funny.” Now I’m treated more like a comedian, which is much better.

JIMMY BUFFETT

Hit the road for the 36th consecutive year; began recording his 27th album

HIS SCARY STAGE FALL I’m healed up from my fabulous stage dive in Australia [in January]. To dispel a few rumors, I wasn’t drunk and there wasn’t a beautiful girl in the audience that caused me to walk off. When I woke up, I said, “Was it a heart attack or a stroke?” I was very happy when they said, “No, you had a concussion, you just walked offstage like a Miss America contestant.” Weirdly, my tennis game got better afterward.

FAVORITE GEAR I found a ’62 Bandmaster amp like the one I first started with in New Orleans, and an original ’64 Hofner bass. They inspired me to get back in the studio. One new song is called “Clueless People in a Fraidy-Cat World.” I subscribe to the Lord Buckley thing: “Humor is the absence of terror and terror the absence of humor.”



GEORGE R.R. MARTIN

HBO adapted his blockbuster fantasy novel *A Game of Thrones*; series’ fifth book, *A Dance With Dragons*, sold nearly 300,000 copies in its first day

ON ACTIVISM I’m a child of the Sixties – I was in college at Northwestern during the anti-war movement. I wasn’t a leader of the Weathermen or anything, but I was a journalism major and I covered a number of demonstrations. I was a witness to some of it. There’s been a lot of apathy since the Sixties, so it’s nice to see that kind of mobilization again. People care enough to put themselves on the line, to try and get this country back on course.

BOOK I LOVED I’ve been a big fan of Stephen King for years. Whenever he comes out with a new book, I drop whatever I’m doing and read it. This new one, *11/22/63*, is the best King book in a decade or more. It’s a time-travel novel and there’s almost no horror of the sort that King normally specializes in. So he’s really stepping out of his comfort zone. And it’s a novel about the Sixties and the late Fifties. He really brings that epoch alive, very vividly, and it took me back to that period.

“The left is awake and on the move. The protests in Wisconsin, the Mississippi movement that saved birth control and abortion rights there, Occupy – these are paradigm-shifters that change the questions that get asked, not just the answers.”

RACHEL MADDOW

Host, *The Rachel Maddow Show*



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JACKSON BROWNE

Spent the year touring; reprised 1978's "No Nukes" show for Japan

BEST CONCERT I saw the Flaming Lips play a cemetery in Hollywood. I had never seen them live. It's one of those moments where you go, "How the fuck long has this been going on? And why didn't somebody tell me?" Then you go, "They did try to tell me." It's just a really unfathomable, deep experience. **COOL SCENE** There's a club in L.A. called the Echoplex. Rickie Lee Jones had a residence there playing one night a week for like a month. That was an amazing show. At the one I saw, she was doing songs from *West Side Story*.

DEADMAU5

Electro star launched massive tour; headlined Lollapalooza

MY FAVORITE ALBUM Radiohead, *The King of Limbs*, definitely. I can't believe they got so much flak over it. The chord progressions, the way the melodies on songs like "Codex" and "Bloom" are resolved or not resolved, are so cool. I'm tired of people critiquing their music - it's fucking art, dude.

"Second-term elections are referendums on the president. President Obama ought to be very pleased there's no Reagan in the Republican ranks. There's not even a George W. Bush!"

SEAN WILENTZ

Historian

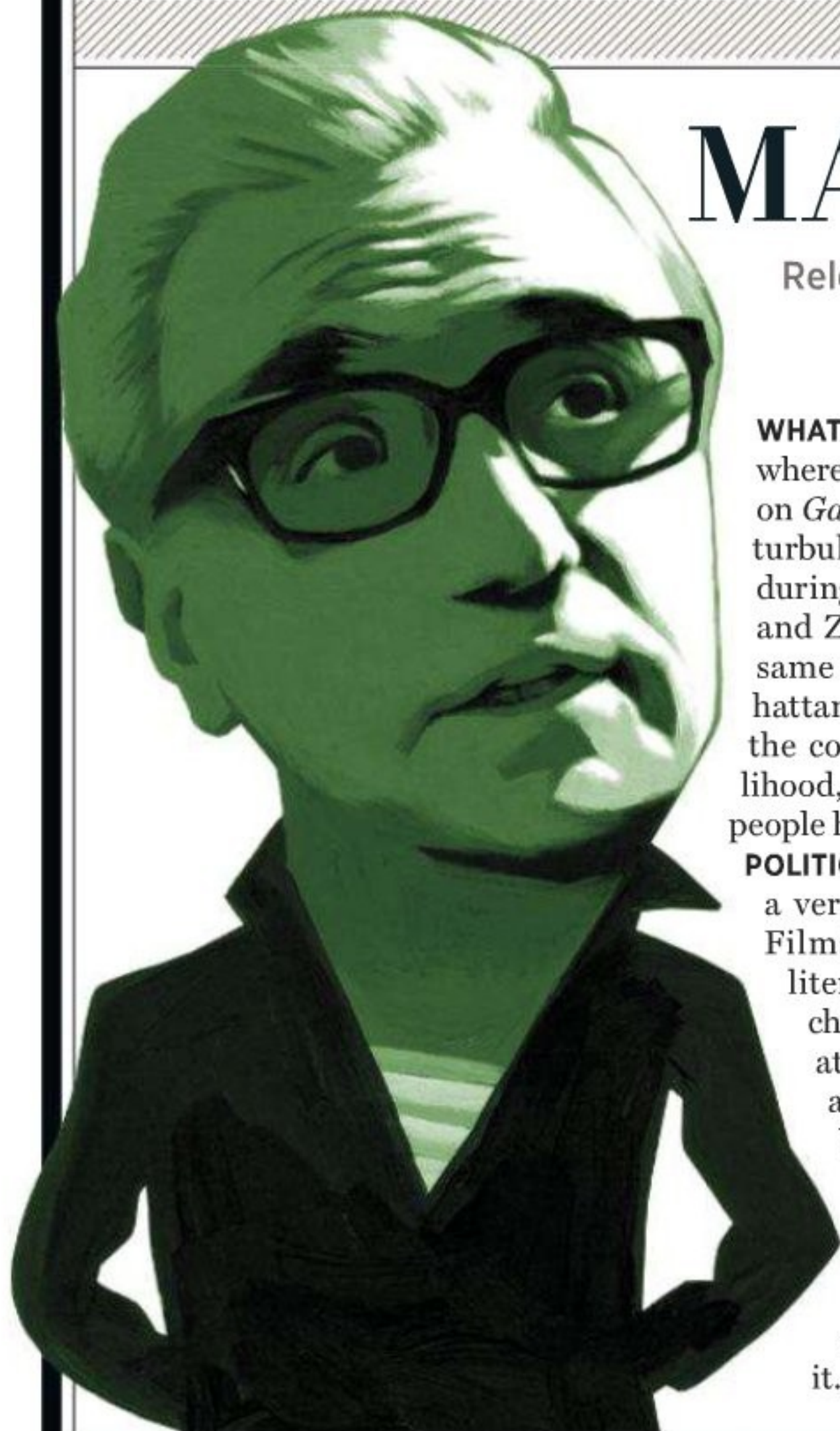
MARTIN SCORSESE

Released the 3D *Hugo*, his 22nd feature film, and the George Harrison documentary *Living in the Material World*

WHAT "OCCUPY" MEANS TO ME It's where I live. It's almost a new spin on *Gangs of New York*, with all the turbulence among the urban poor during the 1860s. The Five Points and Zuccotti Park, practically the same neighborhood. Lower Manhattan. Now it's spreading all over the country. Take away their livelihood, take away their money, and people have to get up and protest.

POLITICAL AWAKENING I came from a very conservative background. Films opened me up first, then literature. But what ultimately changed me was being a student at Washington Square College at NYU in 1960. The Vietnam War protests. They took me into the world. Made me aware. These Wall Street protesters see an unfair system. I agree. We have to rethink that system. Rework it. Get something done.

3D MOVIES I've wanted to direct a 3D movie since I saw *House of Wax* in 1953. Orson Welles said that making *Citizen Kane* was fun, like "the best electric train set a boy ever had." Working in 3D was like that for me. In addition to the mechanics of it, 3D brings you closer to the actors. I wouldn't mind making all my movies in 3D, especially when the technology gets better and eliminates the glasses. If I could go back in time, I'd shoot *Taxi Driver* in 3D. Bob De Niro in the mirror as Travis Bickle. Imagine how intimidating. "You talking to me? You talking to me?" Amazing possibilities. **DREAM CAST** My wish for next year is to get my friends Robert De Niro and Leonardo DiCaprio together. Not for pasta - in a movie directed by me. I've done eight films with Bob, four with Leo. They are my friends and collaborators. Now I want to join them up. It's my dream. And I'm going to make it happen.



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ROGER WATERS

Took his monster *Wall* tour on another lap around the globe;
Pink Floyd kicked off ambitious catalog reissue project

OBAMA'S MISTAKES The president's foreign policy goes against everything that I believe. But the alternative to re-electing Obama would be a disaster – the Republican candidates are the lackeys of the grossest machine. So I hope he will develop bigger *cajones* and start governing. This idea of ruling by consensus and keeping the Republicans happy was an enormous mistake. The surge in Afghanistan was a horrible mistake. I am hopeful that in the next 50 years, particularly if you don't elect Republicans, America will discover that there are new ways to relate to all the other people in the world than the "us and them" mentality.

DRONE WARFARE I made an album in 1992 called *Amused to Death* that talks about drone planes in a prescient way – except that I was using them as a symbol. I sing, "Uncle Sam feeds 10 trillion in change/ Into the total entertainment combat video game." These kids are sitting in Idaho or wherever and directing these drone attacks – it's like a video game gone crazy. They killed almost 20 Pakistani troops about two weeks ago, and nobody seems even faintly concerned about that. It's weirdly callous, and it can do nothing but enormous harm to America.

WHAT 2011 WILL BE REMEMBERED FOR The Arab Spring. Also, the forces that are trying to get genuine information to us are strengthening, and the forces getting us negative information are weakening. So, you might take issue with the personality of someone like Julian Assange, but we have to thank all of the whistle-blowers everywhere who take the risk to bring us information we should have. WikiLeaks is a fundamentally important thing, and we should not allow it to go away.



"My favorite record this year was 'Collapse Into Now' by R.E.M. They were like the Beatles for me. They represent my mortality."

ADAM SCOTT

Parks and Recreation co-star

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JAMES HANSEN

NASA climate-change scientist, political activist

PLANET EARTH IS ALMOST OUT OF TIME

The most important work I did this year was a paper we just finished about the Earth's energy imbalance. Using data from floats in the ocean that monitor water temperature, we've shown that the planet is out of balance by about six-tenths of a watt. This means there's more energy coming in from the sun than there is heat energy being radiated outward into space. It means that even if we stopped emitting CO₂ today, the planet will continue to warm up until it establishes an energy balance.

ON CIVIL DISOBEDIENCE I've been arrested four times. Once for protesting mountaintop removal mining in West Virginia. Once for sleeping in Boston Common with students who were protesting coal-fired electricity in Boston. The third and fourth times were both in Washington this year to stop the pipeline that would bring tar sands oil down to Texas – sitting on the sidewalk in front of the White House and trying to get the president's attention.

OBAMA'S CLIMATE DEFAULT The president has done almost nothing to deal with the climate problem. He allowed the usual cast of characters to carry the ball, and they came up with the cockamamie scheme called cap and trade with offsets, in which big banks would be the biggest winners and Big Coal and Big Oil and Big Utilities all were given their share. And the public would get screwed. Energy prices would go up, and there would be almost no impact on solving the climate problem. By staying disengaged, Obama completely blew the chance to really be a great president. He could have changed history.

THE ENERGY LOBBY'S DEADLY MESSAGE

There are a growing number of people who understand that we can't leave the climate problem to the politicians. But the fossil fuel industry is spending millions to argue that the best way to fix the economy is to burn more fossil fuels. You can't turn on your television without seeing ads for oil exploration and fracking and clean coal. It's really hard to compete against that.

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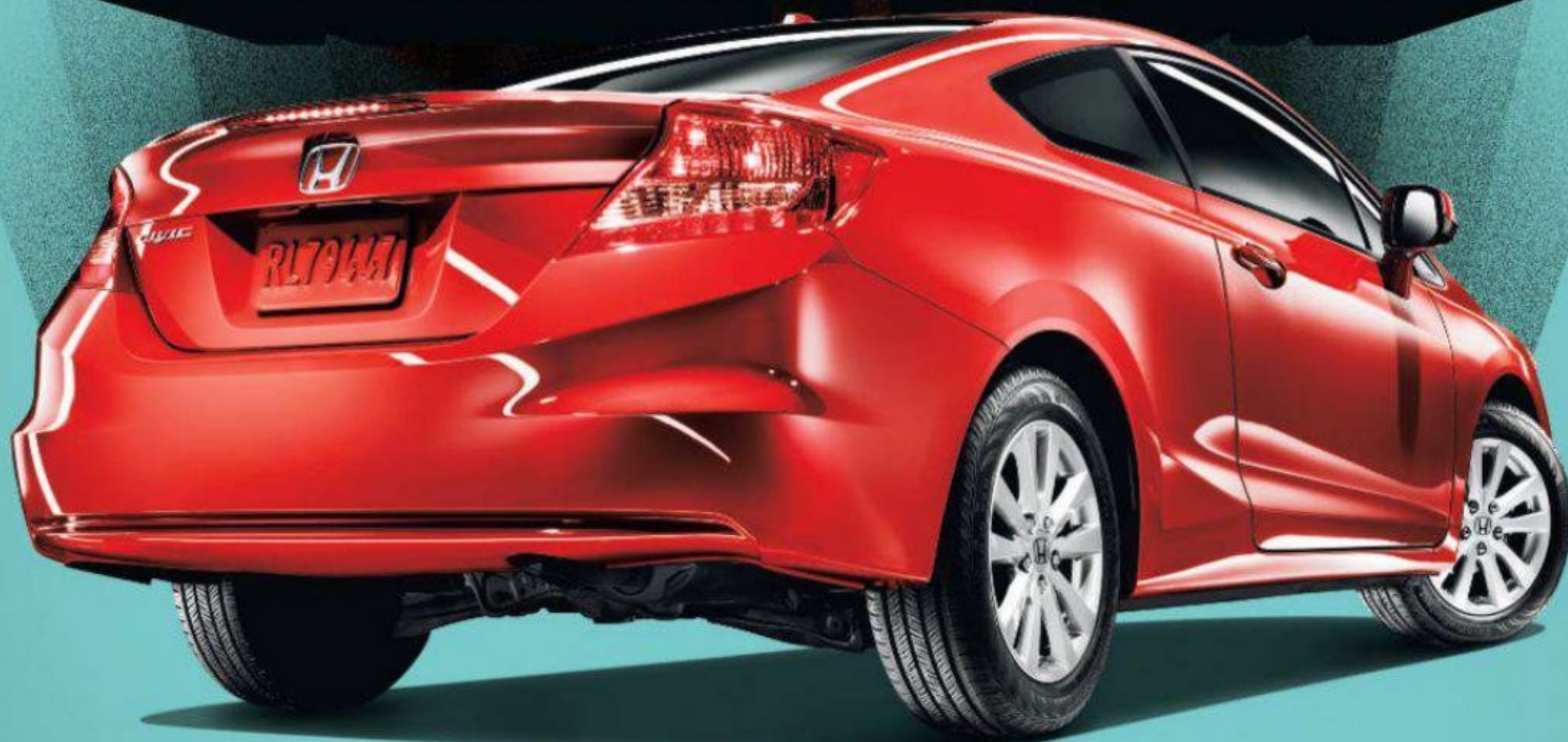
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ALBUMS OF THE YEAR

Adele ruled the world; Jay and Kanye went king-size; bearded folkies, country bros and art-pop ladies made hard times easier

THE VOICE
Adele's *21*
topped the
charts in 13
countries.



1 Adele *21*



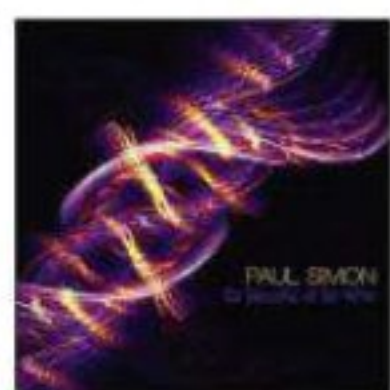
"Turn my sorrow into treasured gold," cried Adele Adkins on "Rolling in the Deep." It was a confession and a prophecy. *21* was this year's most stunning pop success, transmuting the young Brit's personal sorrow – the collapse of an 18-month relationship – into a 13-million-selling smash that leapt across borders and oceans and united everyone from teeny-boppers to baby boomers to hip-hop-heads. The sound is state-of-the-art retro soul, with touches of Motown, bossa nova and 1970s piano pop. But at its heart was that voice: giant, classic-sounding, promising emotional depth way beyond its years. More than any other album this year, *21* made you feel its pain – from the triple-hankie tear-jerker "Someone Like You" to ripsnorting revenge songs like "Rumour Has It," where Adele rides a roiling groove and flattens everything in her path.

2 Jay-Z and Kanye West *Watch the Throne*



The most anticipated event-album of 2011 was a sound-the-trumpets supergroup record of a magnitude scarcely seen. What could have been a crash-and-burn anticlimax turned out to be as fun as any record in a dog's age. From the cinematic "No Church in the Wild" to the Stax-soul update "Otis," *Throne* testifies to Kanye West's genius for beats both iconoclastic and pop-savvy. Amid all the litanies of private jets and gold watches, politics creep in: The pair frame their rise as an African-American Horatio Alger story on the impossibly fierce "Ni**as in Paris."

3 Paul Simon So Beautiful or So What



On his best album in more than 20 years, Simon fuses the world-hugging bounce of *Graceland* with the conversational elegance and attention to detail that's served him for 50 years. He's the only guy who can sing a line like "The CAT scan's eye sees what the heart's concealing," over Indian percussion, and have it roll out as smooth as doo-wop. Cracking jokes while seeking truth, Simon keeps a light touch as he wrestles with heavy subjects: See "The Afterlife," where a dude encounters bureaucracy at the Pearly Gates and unsuccessfully hits on a fellow dead person.

4 Fleet Foxes Helplessness Blues



A monument to folk-rock beauty, courtesy of six Seattle guys who sound like they grew up on a steady diet of CSNY and the Beach Boys. An intricate quilt of guitars, harmoniums, bells, woodwinds and Tibetan singing bowls that expanded on their debut, *Helplessness Blues* is capped with signature vocal arrangements that you might call angelic – if they didn't sound so piercingly, poignantly human. At heart, this is a soulful coming-of-age record: Check out the title track, where Robin Pecknold laments growing up while a skyward rush of harmonies makes it clear his sense of wonder is still intact.

5 Radiohead The King of Limbs



The eighth studio album from rock's most ambitious and confounding band has a misleading restraint: lush electronics, thickets of digitally tweaked percussion and cryptic lyrics, sung in a prayerlike daze. At 38 minutes, it sounds unfinished and quietly perverse, even more anti-rock than *Kid A* – at first. Repeated immersion, though, reveals a seductive concision and insistent undertow: the space-alien-Beach Boys effect of "Bloom," the dark, muted-treble blues of the guitars in "Little by Little," the nimble charge of "Separator." This was a record that grew all year – in your room, and onstage.

6 Lady Gaga Born This Way



Nobody thought she'd make a nice, quiet little record. But none of Gaga's previous exercises in musical plus-sizing prepared us for this kind of anything-goes extravagance. *Born This Way* saw the dance-pop queen embrace homegrown Eighties schlock pop and Springsteenian romanticism. But its spirit is pure Gaga. From the stirring power ballad "Yoü and I" to the freak-flag-waving title track, it is a record with a message ("Rejoice and love yourself today") and a sound commodious enough to take in just about everyone: "gay, straight or bi," "black, white, beige, chola descent," "capital H-I-M" – and Yoü, and I.



Gaga's second LP had it all: arena rock, electro sleaze, power ballads, songs about unicorns.

7 The Decemberists The King Is Dead



The Decemberists' first Number One album was their easiest to love at first spin, a smart step back from the ornate-epic reach of 2009's *The Hazards of Love*. Singer-songwriter Colin Meloy packs his storytelling eccentricities into pop-song packages of verse, hook and country-Smiths jangle, arranged with the introspective simplicity of Neil Young's *Harvest*. It is hard to believe that Meloy was already planning a long sabbatical before this album was made. The earthy texture and economic buoyancy of "Calamity Song" and "Down by the Water" ensure that he – and his band – will be missed.

8 Wilco The Whole Love



Wilco's first album on their own label opens with a riot – the kraut-rock-Stooges bedlam of "Art of Almost" – and ends with the long acoustic hush of "One Sunday Morning." Between those extremes, though, *The Whole Love* is the band at its original endearing best, effectively combining singer-songwriter Jeff Tweedy's early alternative-country impulses and lust for crunch in 10 pop-single-length tracks. Leading his most stable lineup, Tweedy finally delivered the glow and drive of his polar triumphs – 1996's *Being There* and 2002's *Yankee Hotel Foxtrot* – on the same record.

9 Wild Flag Wild Flag



The indie-rock guitar record of the year is by Nineties survivors who were bulldozing basement shows back when today's new bands were still in their Thomas the Tank Engine phase. Wild Flag's debut is a beautifully bare-knuckled set of 21st-century post-punk by Sleater-Kinney's Carrie Brownstein and Janet Weiss, Helium singer-guitarist Mary Timony and the Minders' Rebecca Cole. The guitars spark, snarl and tangle, while the girl-group la-la-la's cushion tougher sentiments. "Listen to the music, before it passes you by," instructs Timony. No chance of that happening to these guys – they're just revving up.

10 Robbie Robertson

How to Become Clairvoyant



Robertson's fifth solo disc is a seamless marriage of innovation and tradition. There's the Melville-referencing dance rock of "He Don't Live Here No More," the guitar-gods tribute "Ax-man," featuring Tom Morello, and guests from Eric Clapton to Trent Reznor. Most striking, though, is hearing the gruff-voiced veteran evoke his days in the Band on "When the Night Was Young," over a melody that recalls "The Weight": "Get your heart beating in the right direction," he advises. *Clairvoyant* insists that you can't know where you're heading until you discover where you've been.

11 My Morning Jacket

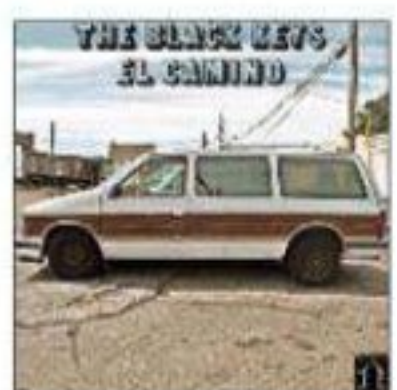
Circuital



My Morning Jacket are America's great Southern-visionary rock band. Led by golden-voiced everydude Jim James, they reinvent themselves every time they make a record, and always make it seem like exactly the right move. *Circuital* is their proggiest set yet, and also their most soulful: There's a riff-spewing psychedelic ode to the pleasures of satanic rock ("Hold-in on to Black Metal"); a sweet and tender ballad, possibly about the afterlife ("Wonderful [the Way I Feel]"); and a mess of big-screen jams. Part Isaac Hayes orchestral soul, part Pete Townshend high-concept rock, it's all MMJ.

12 The Black Keys

El Camino



Shifting their blues-powered crossover into overdrive, the Keys regrouped with Danger Mouse, who co-wrote and co-produced, to pick up where the three left off on last year's monster "Tighten Up." It's the same tight focus, raw textures and relentless hooks that made *Brothers* great, but polished brighter and pimped-out finer. "Lonely Boy" rides a T. Rex shuffle, then cues the girl-group backup singers. "Dead and Gone" mates a ginormous Motown beat with silvery percussion and hand claps. It's what you'd expect from a couple of dudes weaned on Southern soul and modern hip-hop beats.

13 Tune-Yards

Whokill



The second album from Merrill Garbus is this year's most thrillingly weird record – a joyous, idea-stuffed album built on a stream of horns, loops, ukulele riffs and skeletal dance grooves, and powered by Garbus' bucking bronco of a voice, which can bounce from Odetta-style blues howl to Björk-ian flights of fancy. From the sweetly cooed refrain and waterfall vocalese of "Doorstep" to the churning Afropop groove on the riotous "Bizness," *Whokill* sharpens the hooks and deepens the soul of Tune-Yards' excellent 2009 debut, making Garbus' strange brew increasingly user-friendly.

14 Beastie Boys

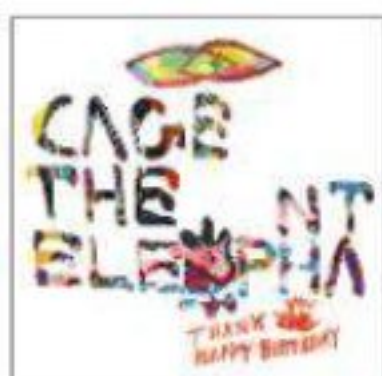
Hot Sauce Committee Pt. Two



"We gonna party for the motherfuckin' right to fight," the Beasties declare in "Make Some Noise," throwing old-school boasts over garage-fidelity drums and rude-snort synthesizer. On the eighth studio album of their nearly three-decade-long career – their first with vocals since 2004 – Mike D, Ad Rock and MCA are proudly out of step with today's hip-hop, turning the dial back to the pre-gangsta era. (There's even a track named for Eighties street diva Lisa Lisa.) You hear the years in the raspy lower-register exclamations. But the unison chorales and high-speed exchanges fly by with vintage vigor.

15 Cage the Elephant

Thank You Happy Birthday



Cage the Elephant rock out like they're the national champs of college radio circa 1992 and their big mainstream breakthrough is just a nanosecond away – it's retro but undeniably fun, and one of the year's coolest throwback looks. The Kentuckians blast out sugar-punk noise riffs à la the Pixies and Nirvana, and cover them in bright, bracing Sixties garage-rock melodies as they complain about hipsters, school and TV. And they give their Nineties sound a modern digital polish. Singer Matthew Shultz's fake British accent only adds to the transporting sense of rock & roll fantasy.

ROOKIES OF THE YEAR

Frank Ocean

Nostalgia, Ultra

Odd Future's R&B softy became a go-to hookman on *Watch the Throne*, thanks to this mixtape full of plaintive songs and boho soul-child style.

Gary Clark Jr.

The Bright Lights EP

With Hendrix echoes to Nirvana howls, the 27-year-old guitarist's calling card announced a 21st-century blues hero.

Sleeper Agent

Celabrasion

College-age Kentuckians blasted sugar-sharp hooks and teenage-riot riffs as singer Alex Kandel shouted about pool parties and riskier kinds of fun.

Foster the People

Torches

2011's best Cinderella story: "Pumped Up Kicks" was the unlikely smash, and the whole disc had diabolical hooks to burn.

Yuck

Yuck

The U.K. crew distilled its favorite Dinosaur Jr. and Pavement records down to concise shots of tuneful heartache pop.

The Weeknd

House of Balloons

On his first mixtape, Drake pal Abel Tesfaye bathed tales of narcotized trysts and foggy mornings-after in deeply sexy synth-streams – it's a lovely hangover.

The Joy Formidable

The Big Roar

The Welsh power trio whipped up raging alt-rock that could go toe-to-toe with anyone for sheer noise-bomb explosiveness.

A\$AP Rocky

LiveLoveA\$AP

This "pretty motherfucker" from Harlem flowed slow and slippery and, well, pretty over some fittingly plush tracks.

Iceage

Iceage

The Danish teens ripped into Seventies post-punk with such teeth-gnashing idealism they make it seem new again.

SBTRKT

SBTRKT

The year's hottest new DJ spun skittish beats and haunted soul cries into kaleidoscopic late-night soundtracks.



Foster the People's Mark Foster



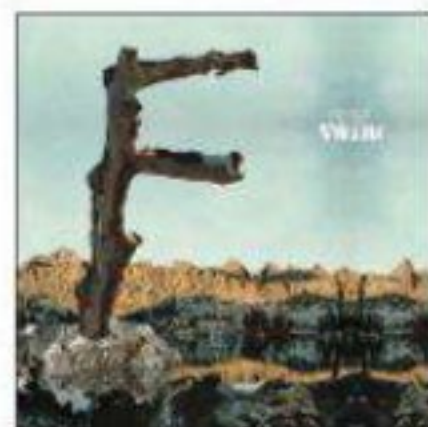
16 R.E.M. Collapse Into Now

R.E.M.'s parting shot was the opposite of a dramatic farewell. Instead, we got a stately summary of their folk-pop senescence, complete with the gorgeous Katrina elegy "Oh My Heart," Michael Stipe's spoken-word showcase "Blue" and excellent early-Nineties throwbacks like "Überlin." Thanks for the memories, guys.



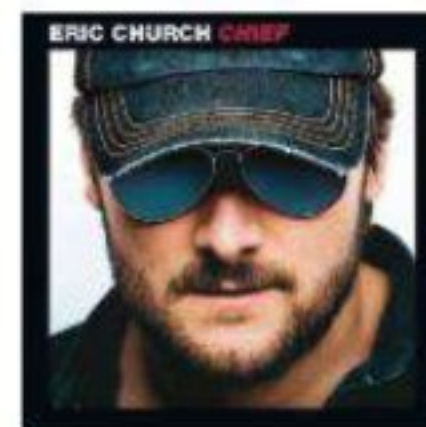
17 TV on the Radio Nine Types of Light

The album Prince might make if he were a Brooklyn resident battling a broken heart. The most approachable set yet by these art-funkers finds sweetness amid emotional wreckage, with Dave Sitek's spangled production wrapping around the soulful vocal team of Kyp Malone and Tunde Adebimpe like Christmas garland.



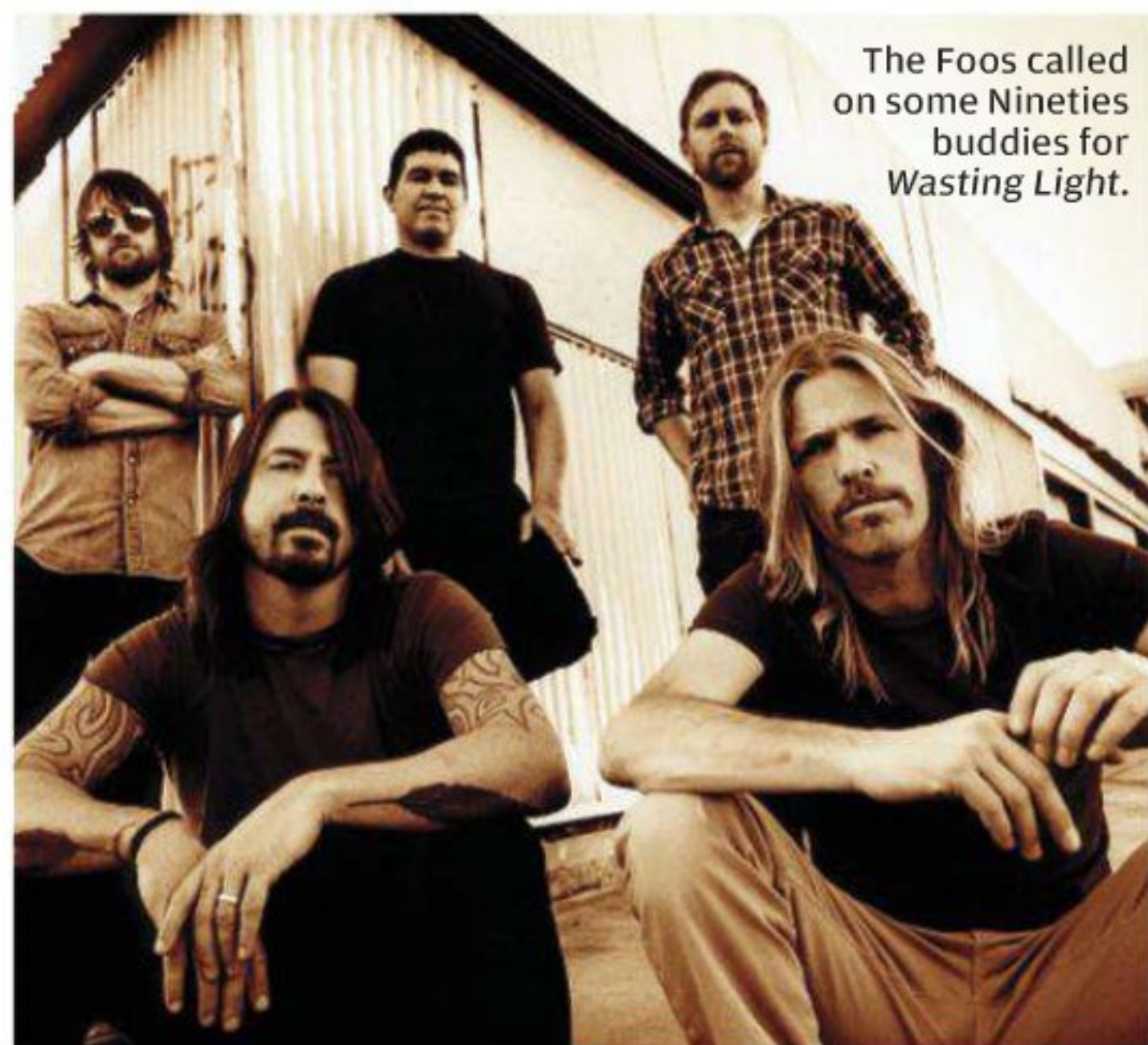
18 Feist Metals

"Get it right, get it right, get it right," sings Leslie Feist on her fourth album. Romantic strife is the theme, running through the shivery folk rock of "Comfort Me" and a series of tough-minded ballads. Hooks surface in unexpected places, and Feist's supple voice pushes toward gospel – the promise that, someday, she'll get it right.



19 Eric Church Chief

Church is a country singer a rock fan could love – saluting Jesus and Springsteen, mixing up backwoods twang with power chords and Stones riffs. If he's great at playing the boozed-up tough guy, the lilting songs on his third LP show he's got an endearing soft side when he sobers up – sometime around 11 a.m. Monday.



The Foo Fighters called on some Nineties buddies for *Wasting Light*.

20 Foo Fighters Wasting Light

The Foo Fighters dive into their punk-rock past, recording with *Nevermind* producer Butch Vig and getting cameos from Krist Novoselic and Hüsker Dü's Bob Mould. The result is their most inspired LP in a decade, mixing scorching riffs with the hard-won wisdom of songs like the Kurt Cobain remembrance "I Should Have Known."



21 Bon Iver Bon Iver

The second album from Wisconsin's Justin Vernon thrives in an unlikely sweet spot between Nick Drake and Peter Cetera. *Bon Iver* deploys horns, banjos and Auto-Tune amid Vernon's Möbius-strip lyrics, which luxuriate in emotional vagueness. Vernon's private world is a soft-rock heaven of the mind.



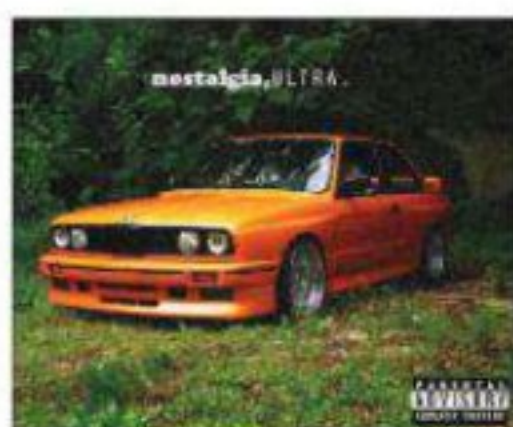
22 Drake Take Care

"We live in a generation of not being in love," sings Drake. The hip-hop satyr is out to change that, one wrecked hotel-room bed at a time. But *Take Care* soars because his appetite for pop emotion is even bigger than his booty-craving. Who else could get the xx, Rihanna and a Gil Scott-Heron sample into one massive make-out jam?



23 Tom Waits Bad as Me

"Kiss me like a stranger once again," Tom Waits sings in a heartbreaking growl on this vocally dynamic, emotionally direct album, one of his best. The guitars come in many shades of blues, no small thanks to guests like Marc Ribot and Keith Richards – who plays on four tracks and lends his grizzled croon to "Last Leaf."



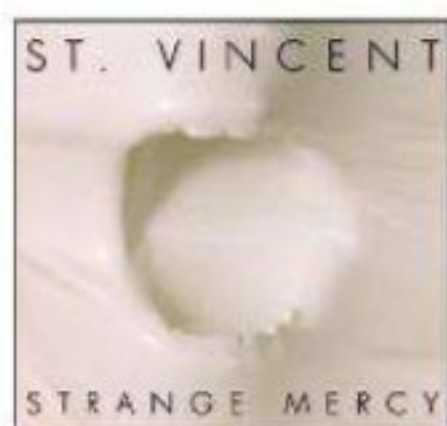
24 Frank Ocean Nostalgia, Ultra

Released via his Tumblr, the debut mixtape from the 24-year-old singer (and Odd Future member) is an avant-R&B killer. Ocean croons over Coldplay's "Strawberry Swing" and the Eagles' "Hotel California," and rolls out dark-textured, smooth-as-hell 3 a.m. jams that are indebted to Radiohead as well as Drake.



25 Beyoncé 4

The world's shrewdest diva turns on her star power full blast, indulges her oddball side and flaunts her mastery of seemingly every modern pop mode – from the riotous hip-hop love ode "Countdown" to the sweet, faux-Stevie retro-soul ditty "Love on Top" to the futuristic stomper "Run the World (Girls)."



26 St. Vincent
Strange Mercy

On her third disc as St. Vincent, singer-guitarist Annie Clark keeps the thrilling art punk flowing. Whether she's telling some lucky guy to "come cut me open" over analog-synth seizures or singing a guitar-grinding single mom's lullaby, she turns sexy unburdening and weird-science sonics into something irresistible.



27 Florence and the Machine
Ceremonials

Flo's second LP rivals Adele's *21* for British white girl soul-mama massiveness. From "Shake It Out" to the arena-scale Motown of "Lover to Lover," Big Red brings it again and again, choirs and string players backing a voice that soars so high, it makes them seem like ants on the ground below.



28 Das Racist
Relax

The first official album from these New York hip-hop satirists is the year's best stoner comedy (sorry, Harold and Kumar). Das Racist rhyme "lesbian" and "Wesleyan," and undercut braggadocio about money and girls with political wisdom like, "What good is this cashmere if they're still dying in Kashmir."



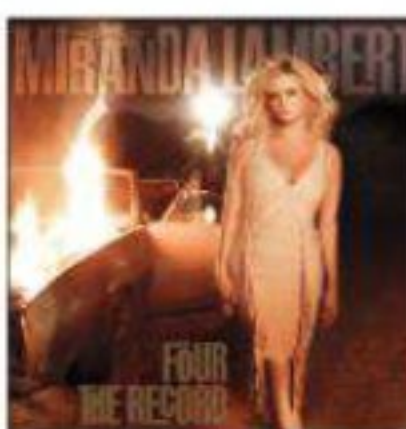
29 Pistol Annies
Hell on Heels

Miranda Lambert, Ashley Monroe and Angaleena Presley throw the year's best country bash, a romping testament to the power of close-harmony singing and sisterly camaraderie. It's an album for our Great Recession: songs about trailer parks, mounting debt and ne'er-do-well men who make hard times harder.



30 Tom Morello: The Nightwatchman
World Wide Rebel Songs

Morello balances Woody Guthrie folk-warrior screeds with Rage Against the Machine guitar heroics – praising unions, firing off face-melting solos and duetting soulfully with Ben Harper. It's working-class storytelling and roots-minded songcraft hot-wired by a master mechanic.



31 Miranda Lambert
Four the Record

"It takes all kinds of kinds," Lambert sings – and proves it. *Four* gives us all kinds of Mirandas: from honky-tonk traditionalist ("Same Old You") to sonic experimenter (the hazy, half-drunk daydream "Fine Tune") to loving wife ("Better in the Long Run," with Blake Shelton). Even so, it's her most easeful and assured effort yet.



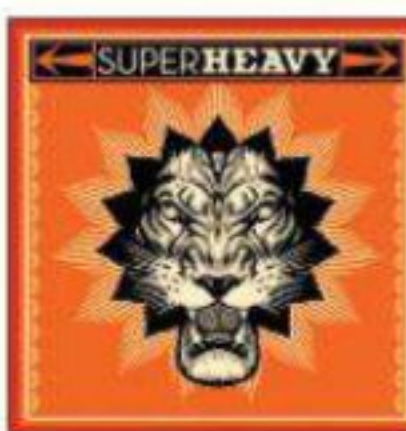
32 Big K.R.I.T.
Return of 4eva

This Mississippi producer-MC's songs are tinged with tenderness and humanity – "World's fucked up and they claiming I'm to blame," he rhymes on this mixtape. His soul-steeped beats and warm-molasses flow could turn closing time at the strip club into a hugfest. "I don't rap, I spit hymns," he boasts – and backs it up.



33 Josh T. Pearson
Last of the Country Gentlemen

Faith, love and loss are as tangled as the singer's country-preacher beard on this stark, confessional masterpiece. Pearson, who once led the Texas trio Lift to Experience, strips his obsessions to their harrowing marrow in the blues and rapture of his magnetic howl and hypnotic picking.



34 SuperHeavy
SuperHeavy

SuperHeavy's debut finds Mick Jagger in excellent company – including reggae heir Damian Marley, R&B siren Joss Stone and Indian composer A.R. Rahman – and surrounded by a whirlpool of electro-funk, Jamaican dancehall and Bollywood glitz. Think of this not as a side project, but as a huge, freewheeling party.

BEST ROCK BOOKS

I Want My MTV
Craig Marks and Rob Tannenbaum

"Videos were so exciting," recalls Kajagoogoo singer Limahl. "It was just a lot of pouting and shoulder pads." Not to mention girls, cocaine, dwarves. Here's all the dirt on MTV's early days, in one of the funniest books ever written about pop music.

Le Freak
Nile Rodgers

The Chic guitarist writes a delirious love letter to the New York clubs of the 1970s and 1980s, where musicians, DJs, dancers and art freaks led a "sex, drugs and disco" revolution.

Love Goes to Buildings on Fire
Will Hermes

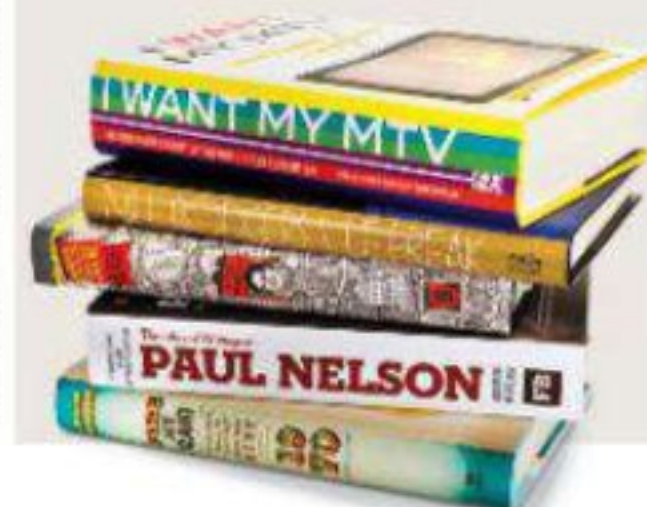
New York was on the brink of collapse in the 1970s, but that just inspired musicians to get crazier. RS critic Hermes reveals the story of how that noise exploded out of the ghettos and galleries to take over the world.

Fire and Rain
David Browne

1970 was the year the Sixties dream crashed, leaving James Taylor, Neil Young and the Beatles stranded in a new era. Nobody has done a better job chronicling that moment, with its cultural and chemical chaos, than Browne, an RS staff writer.

Everything Is an Afterthought: The Life and Writings of Paul Nelson
Kevin Avery

Nelson was one of rock journalism's mystery men, inspiring musicians from Dylan to Bowie. Yet his own twisted biography is as hauntingly sad as any Dylan song.



BEST ALBUMS

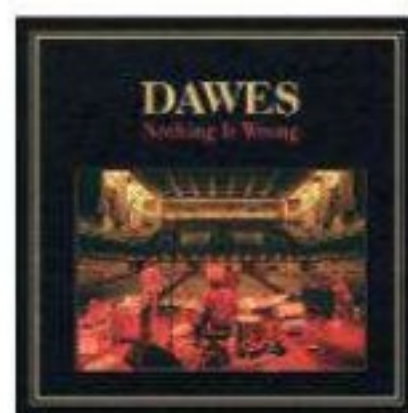
LIP GALLAGHER

**BEATING
THE SYSTEM
IS HIS
FULL-TIME
JOB.**

shameless

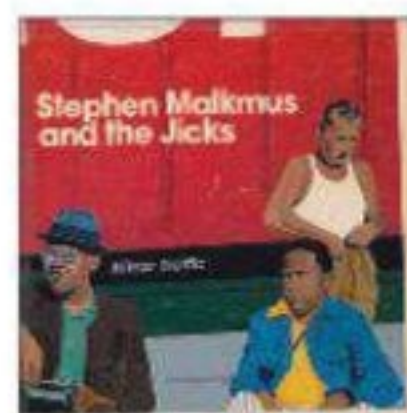
SUNDAYS 9PM

SHOWTIME
BRACE YOURSELF



35 Dawes Nothing Is Wrong

A crystal vision of Los Angeles rock, circa 1974. Dawes leader Taylor Goldsmith is the spitting image of Jackson Browne at his most plaintive, singing of truth seekers and "a ballerina in Phoenix," while his bandmates nail every golden guitar lead and Eagles harmony.



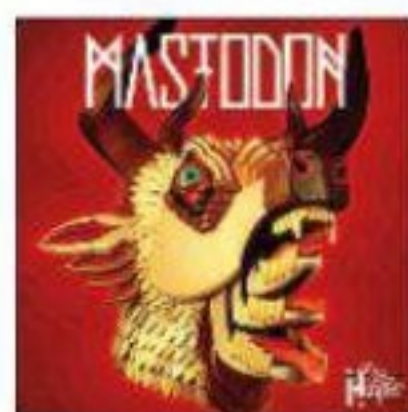
36 Stephen Malkmus and the Jicks Mirror Traffic

The elegiac guitars and wry vocals sum up the shaggy beauty of the Pavement leader's finest solo record to date. Cali stoner gems like "Stick Figures in Love" suggest that, after 20 years, Malkmus is just getting started.



37 Panda Bear Tomboy

No one chases bong-brained, stereophonic beauty with the evangelical fervor of Animal Collective's Noah Lennox. His fourth solo LP has his most focused songs yet, adding gravity to his signature pile-on of echo-chamber chorales, ping-ponging FX and space-ghost synths.



38 Mastodon The Hunter

The high-concept sludge-metal eccentrics hook up with Maroon 5's producer and – Zeus be praised – come up with a killer rock-radio record. Mastodon streamlined their molten thrash into a taut *thwump* that doesn't pull back one bit on their natural complexity or innate weirdness.

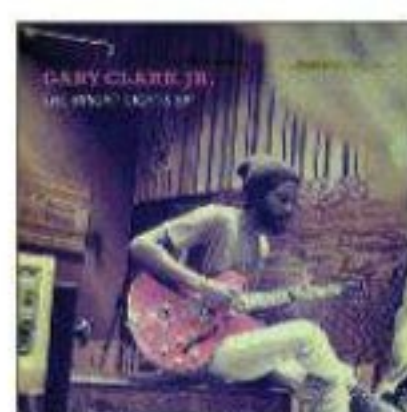


Mastodon's
Troy Sanders



39 Kurt Vile Smoke Ring for My Halo

Vile's hippie folk lays melancholic mumbling over psychedelic ambience and sun-spotted folk-blues picking. "When it's looking dark, punch the future in the face," he advises. It's his version of optimism – and it suits this hazy, gripping and hard-bitten album.



40 Gary Clark Jr. The Bright Lights EP

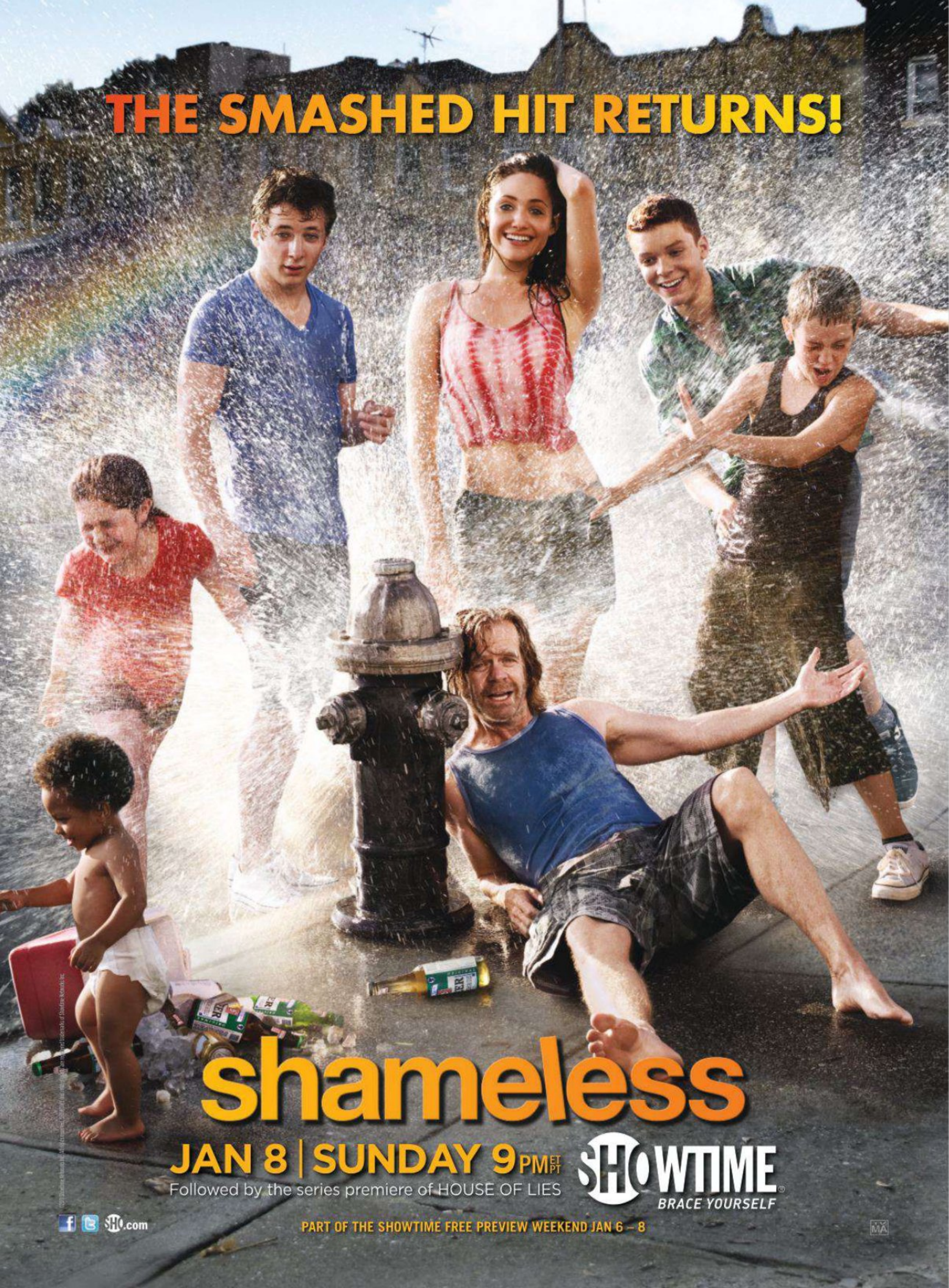
This taster for the 27-year-old bluesman's major-label LP, due in 2012, is richer than most full-length records, showing off Clark's gifts for smoldering electric R&B, boogie locomotion and acoustic-Hendrix drama. Eric Clapton and Questlove have become huge fans. Here's why.



41 Little Dragon Ritual Union

Everyone knows that Swedes are pop wizards. But R&B? With their third album, the Gothenburg quintet spiked their synth-happy pop with freakysoul – injecting New Wave, dubstep, house and the niftiest Prince impersonation ever to drift across the Atlantic.

THE SMASHED HIT RETURNS!



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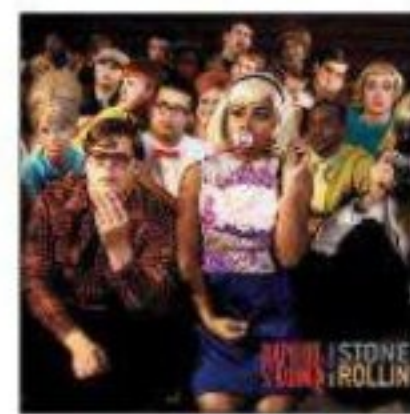
42 Destroyer Kaputt

Long-running indie sage Dan Bejar makes his grand 1980s yacht-rock statement. The synth-slathered sound definitely has a sense of humor – Michael McDonald would shave his beard for the lounge groove of “Chinatown.” But it just enhances Bejar’s unkillably weird songcraft.



43 The Kills Blood Pressures

The best record yet from the blues-punk duo Alison Mosshart and Jamie Hince is sex-drenched fury. Mosshart howls ferociously, from the gospel-tinged “Satellite” to the primal “Nails in My Coffin,” while Hince manhandles his guitar in dangerous and excellent ways.



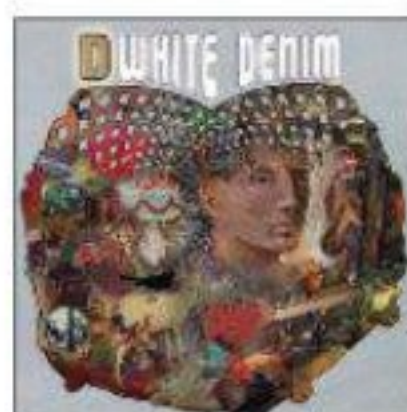
44 Raphael Saadiq Stone Rollin'

This retro-soul master segues from 1960s Motown to Fifties R&B to Seventies psychedelic soul. But Saadiq isn't just a human highlight reel. He's a riveting singer and a clever songwriter; check “Radio,” about a girl named Radio who needs him bad but can't pin him down.



45 Tedeschi Trucks Band Revelator

Slide guitarist Derek Trucks and his wife, singer-guitarist Susan Tedeschi, combine their deep-blues and 1970s Dixie-soul passions in this big band. The chops and funky surge are first-rate; songs like the torrid “Until You Remember” sound like history renewed.



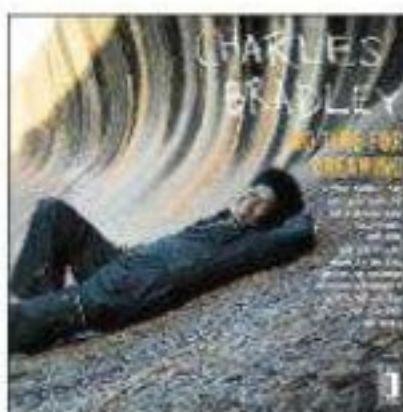
46 White Denim D

These tripped-out Texans riffle through indie rock, psych blues, punk country and hippie boogie in hard-driving punk-pastoral garage jams. But their great fourth disc never feels jumbled – they're far too busy high-tailing it to the next inspired mash-up to get bogged down.



47 PJ Harvey Let England Shake

Polly Jean Harvey steepes her latest in her homeland's folk music and the “gray, damp filthiness” of its history. There's a punk sense of horror in low-key death-folk ballads like “The Last Living Rose,” as if she's crashing the Renaissance Faire to torch the maypole.



48 Charles Bradley No Time for Dreaming

From 63-year-old Bradley comes a period-perfect soul revival. Every brass blast and chicken scratch could have come straight off a 1968 Stax Records release, but it's Bradley's ragged, resilient powerhouse singing that makes this soul, not “soul.”



49 Wavves Life Sux EP

On this EP from the best (and loudest) of the indie surf-pop brigade, the reverb is as thick as a pea-soup fog, and the melodies are pure sunshine. Wavves add even more punk clamor to their sound while cutting 2011's finest musical fan letter, “I Wanna Meet Dave Grohl.”



50 The Lonely Island Turtleneck & Chain

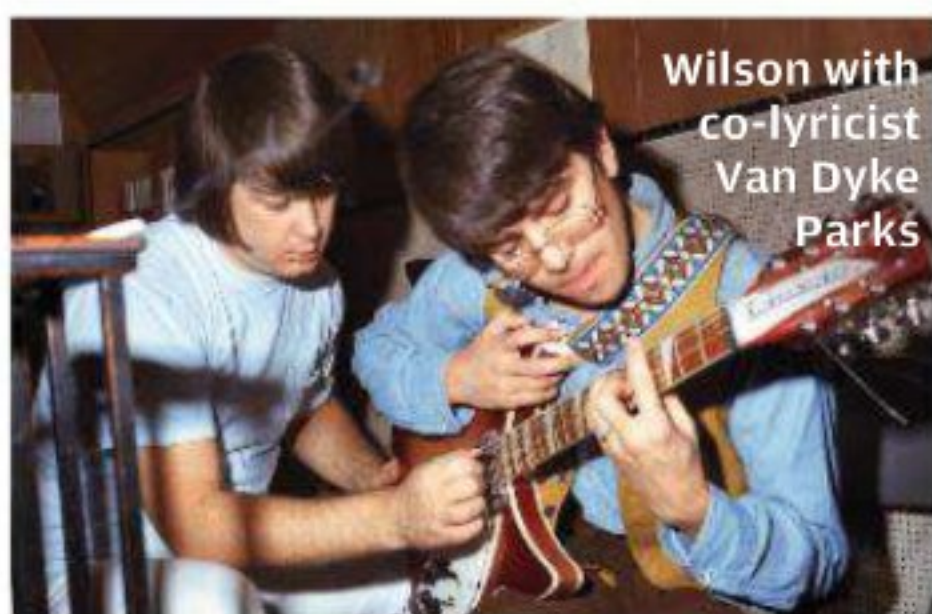
Another batch of deft satires from the pop-parody kings. There are your viral video faves, a long-overdue sendup of the homoerotic undercurrent of homophobic rap (“No Homo”) and history's first John Waters-Nicki Minaj collab. All this and... Michael Bolton!

REISSUES OF THE YEAR

By David Fricke

1 The Beach Boys The Smile Sessions Box Set

The greatest rock album never finished receives lavish closure: five CDs of deep studio detail from 1966 and 1967 – with sunbursts of vocal and instrumental eccentricity – as Brian Wilson builds his mosaic-pop symphony about America's pioneer history. One disc is the best of it all – *Smile* as it might have been. The outtakes take you into Wilson's imagination, before it shut down in disappointment.



Wilson with
co-lyricist
Van Dyke
Parks

2 U2 Achtung Baby (20th Anniversary Edition)

U2's 1991 transformation from earnest seekers in pilgrim black to gaudy future-pop subversives is one of rock's great acts of rebirth. The blanket coverage in remixes, B sides and embryonic demos is uniquely instructive – a lust for change recounted step by step, even the wrong ones.

3 The Rolling Stones Some Girls: Deluxe Edition

The 1978 original's gnarly decadence is doubled with outtakes, some with recent buffing. But that leaves no undue shine on the true-crime gallop "Claudine," or Keith Richards' pining in the bittersweet country downer "We Had It All."

4 Various Artists The Bristol Sessions 1927-1928: The Big Bang of Country Music

Country music, as an industry and nationally shared poetic voice, started in Bristol, Tennessee – the raw, exciting parade of balladeers, storytellers and hillbilly party bands who came from the hills and off the farms to play in Ralph Peer's makeshift studio. The 1927 recordings include the first ever by Jimmie Rodgers and the Carter Family – history enough for one week.

5 Kate and Anna McGarrigle Tell My Sister

The Canadian sisters' first albums – 1975's *Kate and Anna McGarrigle* and 1977's *Dancer With Bruised Knees* – are gently probing treasures of the singer-songwriter boom. A third CD here of earlier demos gives the girlish shiver and frontier-mother spine of their voices extra room to glow.

6 Various Artists Phil Spector Presents the Philles Album Collection

This is the Wall of Sound at its Top 40 height, 1962-64, and the closest the producer ever came to happy endings: opulent teenage melodramas built around the vocal elation of the Ronettes, Darlene Love and La La Brooks. A disc of instrumental B sides is pure chops – Spector's session cats, the so-called Wrecking Crew, at play.

7 The Smashing Pumpkins Gish

The Pumpkins' thrilling 1991 debut was a fireball of emotional torment and scouring-guitar psychedelia. A DVD of a 1990 tour is a dynamic reminder that they were once a band, not always a battlefield.

8 The Beau Brummels Bradley's Barn

This 1968 masterpiece – now two CDs with orphaned tracks and non-LP singles – was alternative roots rock way ahead of schedule. The delicate blend of earthy yearning and Sixties adventurism is still a land awaiting discovery.

9 Suede Suede

Suede were Brit pop's most stylishly intoxicating band, draping the anguish of the Smiths in tawdry glam lamé. This 1993 debut, now with early singles and a live DVD, is their meteoric ascendance in full.

10 Archers of Loaf Icky Mettle

The spiked-guitar chaos and pop-wise confrontation are so fluid and bracing, it's still hard to believe that this 1993 release was the Archers' debut album. Remember alt-rock this way, and learn from it.

BLACK CARDS



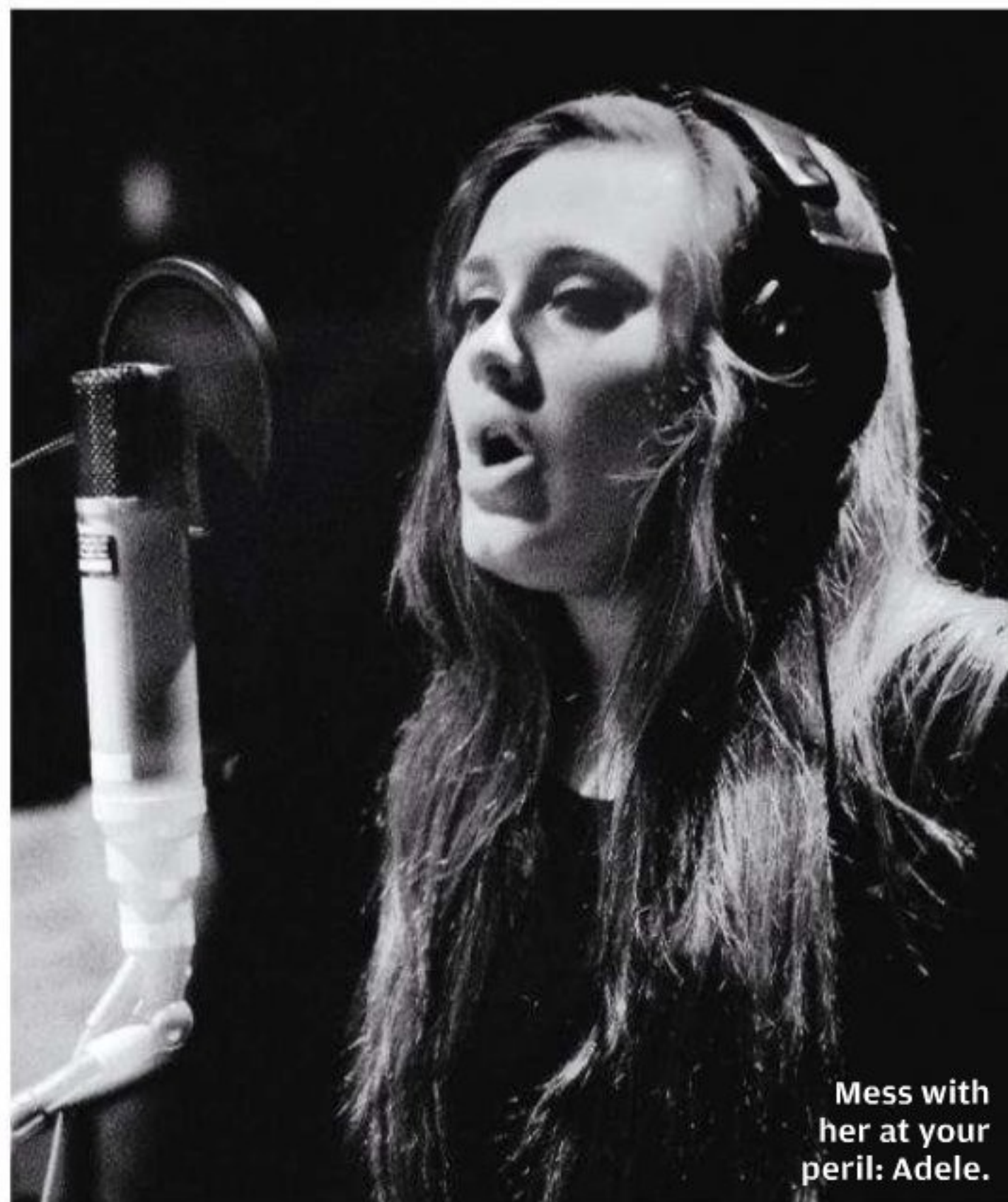
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SINGLES OF THE YEAR

Adele belted one for jilted lovers, Gaga went for arena-pop glory, and Foster the People scored with a megacatchy murder fantasy



Mess with
her at your
peril: Adele.

1 Adele "Rolling in the Deep"

The biggest hit from the biggest album of the year is a breakup scorcher to beat all breakup scorchers, with Adele slinging bolts of regretful scorn amid gospel-tinged stomp and a gaggle of soul-sister backup singers. This is brokenhearted music that makes you feel like taking on the world – crackling with quiet menace in the intro, then slowly building to that gut-punch refrain of "We could have had it all!" How did such an old-school soul song dominate the charts next to Gaga and Katy Perry? Maybe it's the hint of hip-hop venom you hear amid the blues-steeped storminess when Adele tells her ex-lover she'll "lay your shit bare." Maybe it's that certain emotions – especially when channeled through a voice this powerful – will always seem timeless.

2 Jay-Z and Kanye West "Ni**as in Paris"

The year's most intense throw-down – minimalist thunder pegged to a tweedling synth line that seemed to taunt potential haters. The lyrics are full of opulence ("gold bottles" rhymes with "scold models"), but this is no breezy high-life jam: Kanye barks about wilding out in France, while Jay imagines the dark fate that could have awaited him had he not become Jay-Z.

3 Britney Spears "Till the World Ends"

Brit delivers the *Apocalypse Now* of Eurotrash electro-trance disco songs, as that throbbing pulse builds to a pure drop-the-bomb chorus. And that "whoa-ho-ho" choir sounds like Cher leading an aircraft carrier full of gay sailors.

4 Foo Fighters "These Days"

Dave Grohl cuts a tough, tender rock ballad Kurt could have admired: quietly moving verses followed by a cathartic, heart-broken chorus surrounded by a halo of guitar fuzz.

5 Paul Simon "Rewrite"

Simon introduces us to a hard-luck Vietnam vet who's apparently revising a screenplay – and wishing he could do the same to his life. The story is so empathetic and vividly told, it's like we've known the guy for years.

6 Radiohead "Lotus Flower"

A warped love ballad in the style Radiohead defined on *Amnesiac*, but with a decade's worth of bonus misery – plus fractured loops, tons of bass and Thom Yorke's ghostly ache.

7 Lady Gaga "Edge of Glory"

The year's best arena jam: schlock-disco thunder that sounds like a million little monsters pounding Four Loko on Mount Olympus. Only Clarence Clemons could provide the brilliantly unnecessary sax solo that truly fires it into orbit.

8 Beyoncé "Countdown"

A triumphal love song, slathered in crazy sauce: marching-band drums, backward-counting backup singers, honking horns and that weird-ass "boof-boof!" hook.

9 Lil Wayne feat. Cory Gunz "Six Foot Seven Foot"

Backed by psychedelic synth burble and a "Banana Boat (Day-O)" sample, Wayne emerges from lockdown with four minutes of id-spew, meditating on death and dropping his cleverest line ever: "Real G's move in silence like lasagna."

10 The Decemberists "Don't Carry It All"

The Portlanders streamline their sound with a broad-shouldered groove, Tom Petty

harmonica and an impossibly pretty roots-folk melody the Band might have dreamt up in 1968.

11 Foster the People
"Pumped Up Kicks"

2011's Little Song That Could: an unreasonably catchy psych-pop ditty that crashed the charts with lyrics about a deranged youth on a shooting spree.

12 Lloyd feat. Andre 3000 and Lil Wayne
"Dedication to My Ex (Miss That)"

Now, *that's* how you do a breakup song: a vulgar soul chorus ("Oh, no/Where did your pussy go?"), a Motown beat and a supersly guest shot from Andre 3000.



The Keys' Dan Auerbach and Patrick Carney

13 My Morning Jacket
"Circuital"

Spacey effects, big-sky jamming and Jim James' pie-eyed humanism. Both epic and deeply friendly - MMJ in a nutshell.

14 Sleeper Agent
"Get It Daddy"

A garage-punk firecracker that keeps exploding, with lusty wails from 19-year-old Alex Kandel.

15 TV on the Radio
"You"

Five Brooklyn artistes deliver their version of a weak-

kneed Coldplay ballad: a breakup lament full of high-lonesome croons and perfect synth architecture.

16 Fleet Foxes
"Lorelai"

A gold-spun folk homily so pretty that you almost don't notice its broken heart.

17 Wilco
"I Might"

Wilco cut loose: a fuzz bass, a "96 Tears" organ and Jeff Tweedy deciding he's not too old to set the kids on fire.

18 Black Keys
"Little Black Submarines"

Raw power, Black Keys style: A wintry folk ballad erupts into a wind-whipped burner with a sugar-crusted psych-rock chorus.

19 Lucinda Williams
"Blessed"

A stunning blues-rock benediction of loss and bruising revelation.

20 Jay-Z and Kanye West
"Welcome to the Jungle"

Hova calls himself the black Axl Rose, riding a Swizz Beatz groove that slams like a hip-hop GnR.

21 Paul Simon
"The Afterlife"

Simon delves into the mysteries of the great beyond:

Over a waterfall of African guitar, our hero gets to heaven only to have to fill out a form and wait in a line.

22 Bon Iver
"Holocene"

The cathedral-folk sound is idyllic, the memories of an ex are terrifying. This takes sensitive-guy poetry somewhere sublime.

23 Tyler, the Creator
"Yonkers"

Rap's most polarizing young star stabs Bruno Mars and disses Jesus - and somehow, all the bad vibes are mesmerizing.

24 Smith-Westerns
"Weekend"

Chicago kids discover Bowie and Bolan and flip it into languid bliss.

25 Lykke Li
"Youth Knows No Pain"

The Stockholm songbird howls a gothic garage-rock tune that sounds like a classic Doors jam spiked with icy Nordic beauty.

26 Miranda Lambert
"Mama's Broken Heart"

A rip-roaring song about going ballistic after a breakup, with a fiendishly catchy tune atop a blazing cow-punk groove.

27 Lady Gaga
"Yoü and I"

A sky-high power ballad that sings the glories of a "cool Nebraska guy" who wears high heels and loves Neil Young.

28 Dawes
"Million Dollar Bill"

Sweet country rock about a guy who dreams of getting famous so his ex-girlfriend will hurt every time she sees his face - terrible plan, excellent SoCal harmonies.

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BEST SINGLES

29 Adele "Rumour Has It"

The vengeful, pounding flip side of "Rolling in the Deep": Adele steals her man back from the other woman, then dumps him just for laughs, over the perfect number of funky hand claps.

30 Eric Church "Springsteen"

Name-checking "Born to Run" and "I'm on Fire," the tough North Carolina country singer pays tribute to the Garden State's greatest rocker – and the memories of teenage romance his songs evoke.

31 Killer Mike "Ric Flair"

A thunderous rapper, a booming gutbucket beat, samples of one of pro wrestling's most esteemed egomaniacs, Ric Flair – the testosterone flowing through this Southern hip-hop crusher rises to WWE *SmackDown* levels.

32 Tune-Yards "Bizness"

The lead single from Merrill Garbus' sonic mind-melt, *Whokill*, is a liquid rush of sound: garage-y Afropop powered by Garbus' fluttering vocalizations and keening yowl.



Buck, Stipe and Mills

33 Beastie Boys feat. Santigold "Don't Play No Games That I Can't Win"

Mike D, Ad Rock and MCA knock out a punky reggae groove and hook up with Santigold for a freewheeling generational summit. Best Borscht Belt-ready rhyme: "You lost/Like clams with no tartar sauce."

34 Das Racist "Girl"

The Brooklyn indie-rap jokers try a seductive R&B jam, even if their idea of a hot date is watching Hulu on the laptop while getting baked with a girl who has cigarette-scented hair.

35 R.E.M. "We All Go Back to Where We Belong"

Their final statement is a vintage folk-elegy R.E.M. ballad. This time the elegy was for them – and us, too.

36 Tom Waits "Satisfied"

This growling roadhouse stomp is a late-breaking response to the Stones' greatest hit – with Keith himself riffing along.

37 Nas "Nasty"

Stunning braggadocio over a sick old-school beat: "Any rebuttal to what I utter get box-cuttered."

COVERS OF THE YEAR

Jack White "Love Is Blindness"

A howling, down-at-the-crossroads remake of *Achtung Baby*'s final track, with swarming organs and tortured guitar in place of piano-chapel meditation.

Paul McCartney "It's So Easy"

Sir Paul's rearrangement of the Buddy Holly classic could almost be from *Beatles '65* – until he veers, twice, into a demented faux-James Brown freestyle. Inexplicable, awesome.

Middle Brother "Portland"

The alt-country trio turn the Replacements' (alleged) apology song for a crummy gig into happy-hour-at-noon porch folk, true to the Mats' legacy of poetic bumfuzzlement.

Stephen Malkmus and the Jicks "Radio Free Europe"

Sprung live just after R.E.M.'s breakup. Superfan Malkmus knocks out the original's jangle swirls like the Peter Buck progeny he is.

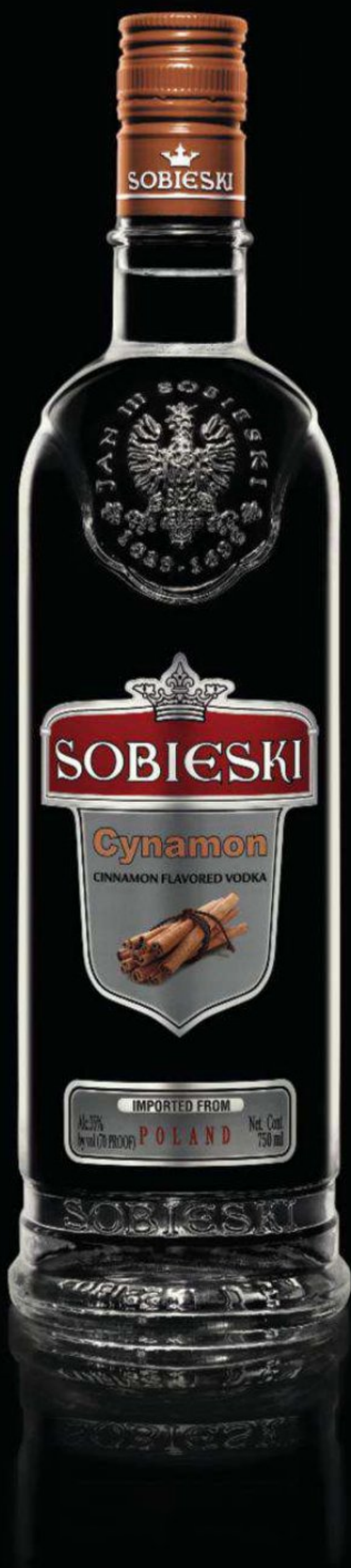
Stephen Colbert, Jimmy Fallon, the Roots and Taylor Hicks "Friday"

Like Rebecca Black's YouTube kitschfest, this blowout number on *Late Night With Jimmy Fallon* made its own so-awful-it's-brilliant magic. Party-ing, party-ing – yeah!



McCartney

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38 Middle Brother "Blue Eyes"

Three alt-country all-stars make a rollicking and super-catchy declaration of dysfunctional love to "a Southern girl without the drawl . . . the only one who can make me crawl."

39 EMA "California"

A mesmerizing rant about West Coast youth from a punk-folk firebrand: "Fuck California, you made me boring," she sings. Boring? No chance.

40 Girls "Vomit"

An epic indie-rock power ballad – just imagine Pink Floyd reborn as low-fi guitar punishers.

41 Coldplay "Paradise"

Chris Martin at his most euphoric, grabbing us by the guts

with strings, hand claps and Bono-bubble-bath *ooh-oohs*.

42 Eleanor Friedberger "My Mistakes"

The Fiery Furnaces' singer turns in a sketch of vivid regret, featuring a sprightly garage-pop groove and one of the year's sweetest melodies.

43 Hayes Carll "KMAG YOYO"

A brilliantly ramshackle soldier's story involving drugs, space travel and – why not? – David Bowie, recited in a "Subterranean Homesick Blues" cadence.

44 The Joy Formidable "The Everchanging Spectrum of a Lie"

Nearly eight minutes of cranium-rattling alt-rock noise, building an end-of-days racket from singer-guitarist Ritzy Bryan's juddering riffs and furious wails.

45 Cass McCombs "The Same Thing"

This sweetly psychedelic nugget sounds like a lost gem from Simon and Garfunkel's *Bookends*.

46 Mr. Muthafuckin' eXquire et al. "The Last Huzzah"

The cream of New York's underground-rap scene (plus a maniac from Detroit) huddle around a trash-can fire of a beat, hurling deranged poetry.

47 Atlas Sound "Mona Lisa"

Bradford Cox spins a hazy vision of fine art and faraway stars, set to an exquisite dream-pop melody.

48 Noel Gallagher's High Flying Birds "The Death of You and Me"

The Oasis refugee's wackiest moment ever: loping folk rock

with Beatles-Kinks orchestrations and paranoid lyrics that add up to pub-rant poetry.

49 Pains of Being Pure at Heart "Heart in Your Heartbreak"

New York guys (and girl) cook up pure indie-pop ecstasy – Cure synths, sweater-shredding riffs and an angel-dweeb singer with a touch of soft swagger.

50 Red Hot Chili Peppers "Adventures of Raindance Maggie"

The Chili Peppers storm back to life with one of their sexiest grooves – and the shadowy tale of a "lipstick junkie" who Anthony Kiedis can't get out of his head.

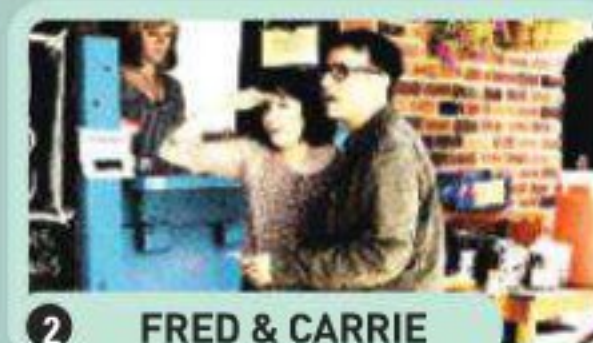
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MOVIES OF THE YEAR

Most 2011 films went from meh to worse, but 10 stand out as the best by keeping their heads above formula **By Peter Travers**

1 Drive

Screw Oscar, which will surely ignore *Drive* because it's too bloody, too creative, too ambitious and too polarizing to comfort audiences. Solid reasons, I say, for naming *Drive* the year's best movie. Danish director Nicolas Winding Refn puts an iconic Ryan Gosling behind the wheel into a feverish battle between good and its opposite (Albert Brooks does great evil). Hard-wired to the year's most propulsive synth score, *Drive* is pure cinema. I couldn't have liked it more.

2 The Artist

A silent movie in black-and-white about Old Hollywood is now the presumptive favorite in the awards race. Why? Because French director Michel Hazanavicius has style to burn and unexpected soul. Jean Dujardin is stupendous as the screen idol who resists talkies until a perky starlet (Bérénice Bejo) convinces him that art should never be afraid to embrace new forms. Roger that.

3 The Descendants

Here's that rare human comedy that earns its laughs and tears. Orchestrated without a false note by director and co-writer Alexander Payne, *The Descendants* gives George Clooney the role of his career to date as a Hawaiian landowner coping with a cheating wife (now in a coma) and two daughters he can't fathom. It brims with surprises you don't see coming.



(1) Ryan Gosling (2) Jean Dujardin, Bérénice Bejo (3) George Clooney



4 Moneyball

An inside-baseball movie with the pulse of an action flick. Thank director Bennett Miller and acting homers from Brad Pitt as the general manager of the Oakland A's and Jonah Hill as a numbers cruncher who shows him how to find value in what others miss. Score.

5 Midnight in Paris

Woody Allen's love letter to the City of Light is his best and most beguiling film in years,

with Owen Wilson learning the hard way that the past isn't always what it's cracked up to be.

6 Hugo

An irresistible bedtime story for movie lovers. The usually raging and bullish Martin Scorsese tackles his first family film – in 3D, yet – to tell the story of Hugo (Asa Butterfield), a runaway boy who lives in a 1931 Paris train station and discovers the treasure of film history. How? Just give in to the film's sheer, transporting joy.

7 Tinker Tailor Soldier Spy

A Cold War spy film, directed by Tomas Alfredson from John le Carré's 1974 bestseller, brings out the acting artistry of Gary Oldman as a spymaster in search of a mole in the British Secret Intelligence Service.

8 Margin Call

Here's the year's best film from a first-timer. J.C. Chandor tackles the bankers who precipitated the 2008 financial crisis. Blue-chip acting from Kevin Spacey and Jeremy Irons, as Wall Street gets it in the teeth.

9 The Tree of Life

How dare Terrence Malick put the lives of a 1950s Texas family, led by Brad Pitt, on par with the creation of the universe? Because his one-of-a-kind film strives even when it falls short.

10 (The Pop Slot)

Not a title, but a place to reward superior crowd-pleasers. For me, it's a three-way tie: Steven Spielberg's *War Horse* is an emotional ride – full gallop. Tate Taylor's *The Help* celebrates the female bond (a 2011 rarity). And David Yates' *Harry Potter and the Deathly Hallows: Part 2* ends a franchise on a high note that Oscar should heed. Disagree? Let's hear it.



THE TRAVERS TAKE

Get our critic's picks for 2011's worst films

– watch out, *Transformers*.
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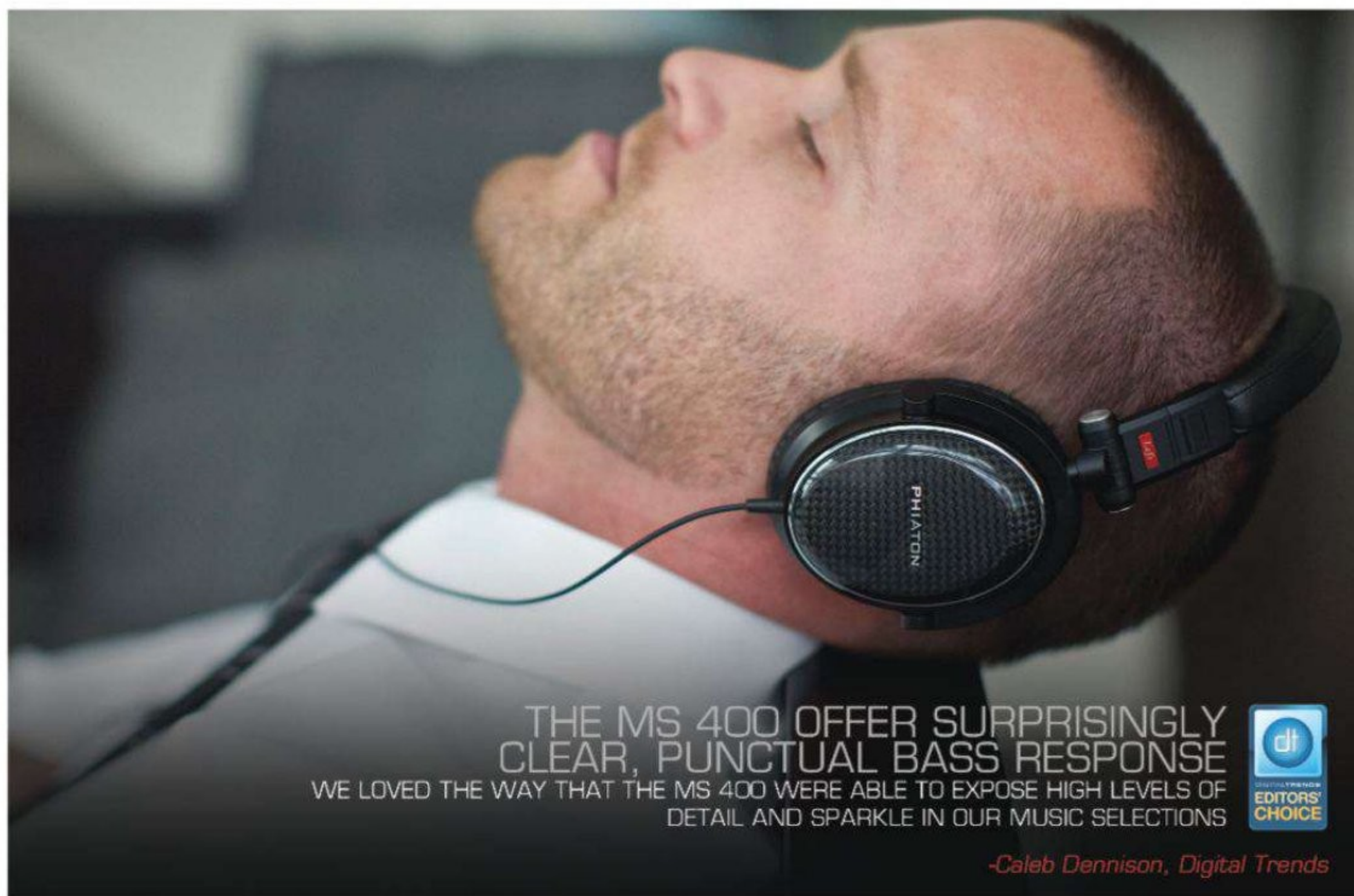
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Reviews

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The Keys turn their blues-rock beater into a sleek, shiny muscle car

The Black Keys

★★★★

El Camino *Nonesuch*

BY WILL HERMES



Over 10 years and seven albums, Dan Auerbach and Patrick Carney have turned their basement blues project into one of America's mightiest bands. Weaned on Stax 45s and Wu-Tang loops, the Black Keys smeared the lines between blues, rock, R&B and soul, with Auerbach's horny Howlin' Wolf yowl bouncing off garage-y slashing and nasty body-rocking grooves. Like that other guitar-and-drums duo from the Rust Belt, the Akron, Ohio, guys brought raw, riffed-out power back to pop's lexicon. On 2010's *Brothers*, they found a perfect balance between juke-joint formalism and modern bang-zoom. The result was a few Grammys and so many TV ad placements, *The Colbert Report* did a sketch about it.

El Camino is the Keys' grandest pop gesture yet, augmenting dark-hearted fuzz blasts with sleekly sexy choruses and Seventies-glam flair. It's an attempt at staying true to the spirit of that piece-of-shit minivan on the album cover – similar to their first touring vehicle – while reimagining it as a pimpmobile.

This is the Black Keys' third meeting – following 2008's *Attack & Release* and one track on *Brothers* – with Danger Mouse, a.k.a. Brian Burton. Here, the band essentially becomes a trio, with Burton as co-producer/co-writer

throughout. His brilliance, as the planet heard on Gnarls Barkley's "Crazy," is blowing details of classic pop up to Jumbotron scale. Listen to the keyboard part that kicks in the door of *El Camino*'s "Gold on the Ceiling": a serrated organ growl backed up with a SWAT team of hand claps. It's Sixties bubblegum garage pop writ large, with T. Rex swagger and a guitar freakout that perfectly mirrors the lyrics, a paranoid rant that makes you shiver while you shimmy.

The single "Lonely Boy" works the same way, launched on a gnarly, looped guitar riff whose last note slides down like a turntable that someone keeps stopping. Then a sugar-cruised keyboard comes in, along with what sounds like a boy-girl chorus, changing the swampy chug into a seductive singalong.

The Keys cited the Clash as an influence for *El Camino*, and that influence is evident in the increased zip of the grooves, and in the group hug between roots music and rock spectacle: See "Hell of a Season," whose choppy guitar chords and relentless beat twists into a dubby, uptight reggae pulse. Of course, you can just as easily hear Led Zeppelin in "Little Black Submarines," an acoustic blues that gets run over halfway through by electric riffs and brutish drums, Carney doing a hilariously great junkyard John Bonham.

There's still a strange jukebox anonymity to the Keys' approach; their vintage organ and guitar sounds often project larger personae than the band itself. But part of the reason Carney and Auerbach keep finding new ways to shake up that old-school blues-rock rumble is that they're workaday dudes smart enough to get out of the way of their own songs. Like Clark Kent's or Peter Parker's, their 99 percentness only seems to enhance their powers.

Key Tracks: "Gold on the Ceiling," "Lonely Boy"



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FOREVER YOUNG
Winehouse died at age 27 in July.

Portrait of a Soul Star, Interrupted

The first posthumous dip into Amy Winehouse's vaults is a mishmash, but its best moments remind you of her huge voice and biting charisma

Amy Winehouse ★★★★★¹/₂ *Lioness: Hidden Treasures* Universal Republic



This is a sad record. A grab bag of outtakes, unreleased tracks, demos, covers and song sketches, these recordings feel like a gut punch. They remind you, first and foremost, of that voice – one of pop music's most instantly recognizable vocal imprints, a sound that leapt out of your speakers and seized you by the ears. Here, as always, Winehouse's singing is both raggedy and dramatic, winking and insouciant, full of high drama and a breezy sense of play – sometimes all those things at the same time.

Listen to the deliciously easeful crooning in "Our Day Will Come," a reggae-fied reworking of a doo-wop chestnut, recorded in 2002. Or listen to "Half Time," also from 2002, a sultry ode to the pleasure of sultry music – "When the beat kicks in/Everything falls into place" – with Winehouse conjuring a Sunday-noontime-light-slanting-through-the-blinds vibe over a luscious 1970s jazz-soul groove. Then there's "Between the Cheats," from Winehouse's aborted attempts at recording a third

album with producer Salaam Remi in 2008. An old-fashioned 6/8 R&B ballad, it perfectly distills Winehouse's marriage of classic soul style and goth-barfly smuttiness.

Sadder still, what's not here. Winehouse was a talent in formation. Her debut album, the jazzy retro-soul *Frank* (2003), was promising but flawed: her appealing mix of London homegirl brassiness and classic-pop chops was undermined by her overly mannered singing and an unsure songwriting touch. On *Back to Black* (2006), she turned from sass to melodrama – with help from producer Mark Ronson and a pile of old Shangri-Las 45s – and recorded wrenchingly beautiful (and funny, and potty-mouthed) songs about love and addiction. But she was still finding her feet as a singer and a songwriter when she died. On *Lioness*, there are charming reminders of what was: the stirringly stately "Will You Still Love Me Tomorrow" cover, an alternate version of "Tears Dry." But it's hard not to believe that Winehouse died with her best work in front of her. We'll never hear those records, and the silence is deafening.

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The Roots

★★★★½

undun *Def Jam***Badass, big-eared beats
trump story on concept LP**

The Roots' 13th release is a concept album with a bravura twist: It narrates the story of a bootstrapping hustler in reverse, from death to birth. The morally ambiguous gangster tale is a pop-culture staple; unfortunately, Black Thought's skilled but stolid rapping adds nothing new to the idiom. Sonically, though, *undun* is a knockout, sliding between genres, with the slinky digital grooves of songs like "Sleep" rubbing against the guitar-and-drums assault of "Stomp." The record ends with a three-part instrumental, including some mighty Elvin Jones-style bashing by Questlove – a musical coda more gripping than the saga that preceded it. **JODY ROSEN**

Key Tracks: "Sleep," "Stomp," "Kool On"

Robin Thicke

★★★★

Love After War

*Star Trak/Geffen***R&B smoothie opts for retro
bump-and-grind**

Artists from the Dream to Frank Ocean to the Weeknd have been revamping Casanova soul, spiking their pillow talk with arty weirdness. But Robin Thicke is a true believer: In his bedroom it's still 1974, champagne chilling in the bedside ice bucket. *Love After War* dips into a range of decades-old styles, from blaxploitation funk to groovy Al Green/Willie Mitchell Memphis soul. Thicke spends a lot of time pondering romantic turmoil, but he's at his best when he reverts to classic loverman form: squeezing gentle bossa nova chords on his acoustic guitar, and letting his feathery upper register do the dirty work. **J.R.**

Key Tracks: "I'm an Animal," "Love After War"

Mac Miller ★★½Blue Slide Park *Rostrum***19-year-old MC reps for frat
boys, struggles to find footing**

White rapper from upper Rust Belt conquers world – sound familiar? Pittsburgh's Mac Miller, the Wiz Khalifa labelmate whose debut LP has already topped the album charts, is no Marshall Mathers. But when his themes stick close to Steeltown, he's likable enough. When his rhymes turn celebratory – in the old-school "Party on Fifth Ave." and frat-drunk "Up All Night," say – he can be propulsive, too. He even works in his Jewish heritage and Pennsylvania groundhog Punxsutawney Phil. But more often, his obligatory jet-setter brags about high-dollar shopping sprees and b-words he's f-worded strain for credibility, not fooling anybody. **CHUCK EDDY**

Key Tracks: "Up All Night," "Party on Fifth Ave."

T-Pain ★★★★★rEVOLVER *RCA***Auto-Tune king invites Lily
Allen to his pleasure palace**

T-Pain tunes: perfect for lap dances, and surprisingly good for extended listening. Still leaning hard on Auto-Tune, Pain concocts song titles to rival R. Kelly and backs them up with slow-jam indulgences testifying to a life of unfettered pleasure. (The piano-accented "Rock Bottom" doesn't concern an alcoholic's ultimate low; it's about a sexual position.) In T-Pain's world, ethnicities blur ("Mix'd Girl"), rosé pairs nicely with top-shelf tequila ("Bottlez") and happy hour arrives in the morning (minor hit "5 O'Clock," featuring a deadpan Lily Allen). It gives credit to his cheerily assured worldview that Pain's roboto soul sounds like inspiration. **NICK CATUCCI**

Key Tracks: "Mix'd Girl," "Bottlez," "5 O'Clock"

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Bob Seger ★★★★★

Ultimate Hits *Hideout/Capitol*

The Detroit godfather's first two-disc hits comp



No rock icon has sealed his vault as tightly as Bob Seger. Six early albums have been out of print for decades, he has no box set, and the words "bonus track" seem to be anathema to him. He held back on a two-disc hits collection for years, but he's finally relented. Good thing. Previous sets didn't have his 1968 garage-jam classic "Ramblin' Gamblin' Man," and this set has a smoking cover of Little Richard's "Hey Hey Hey Hey (Going Back to Birmingham)." All the big hits are here, though nothing sounds as glorious as the live "Travelin' Man/Beautiful Loser" medley. An insane amount of material still remains locked up, however. Hey, Bob, cough it up!

ANDY GREENE

Key Tracks: "Ramblin' Gamblin' Man," "Night Moves"

King Krule

★★★★★ King Krule *True Panther*

Brit teenager concocts mumbly, mesmerizing dream-state soul songs

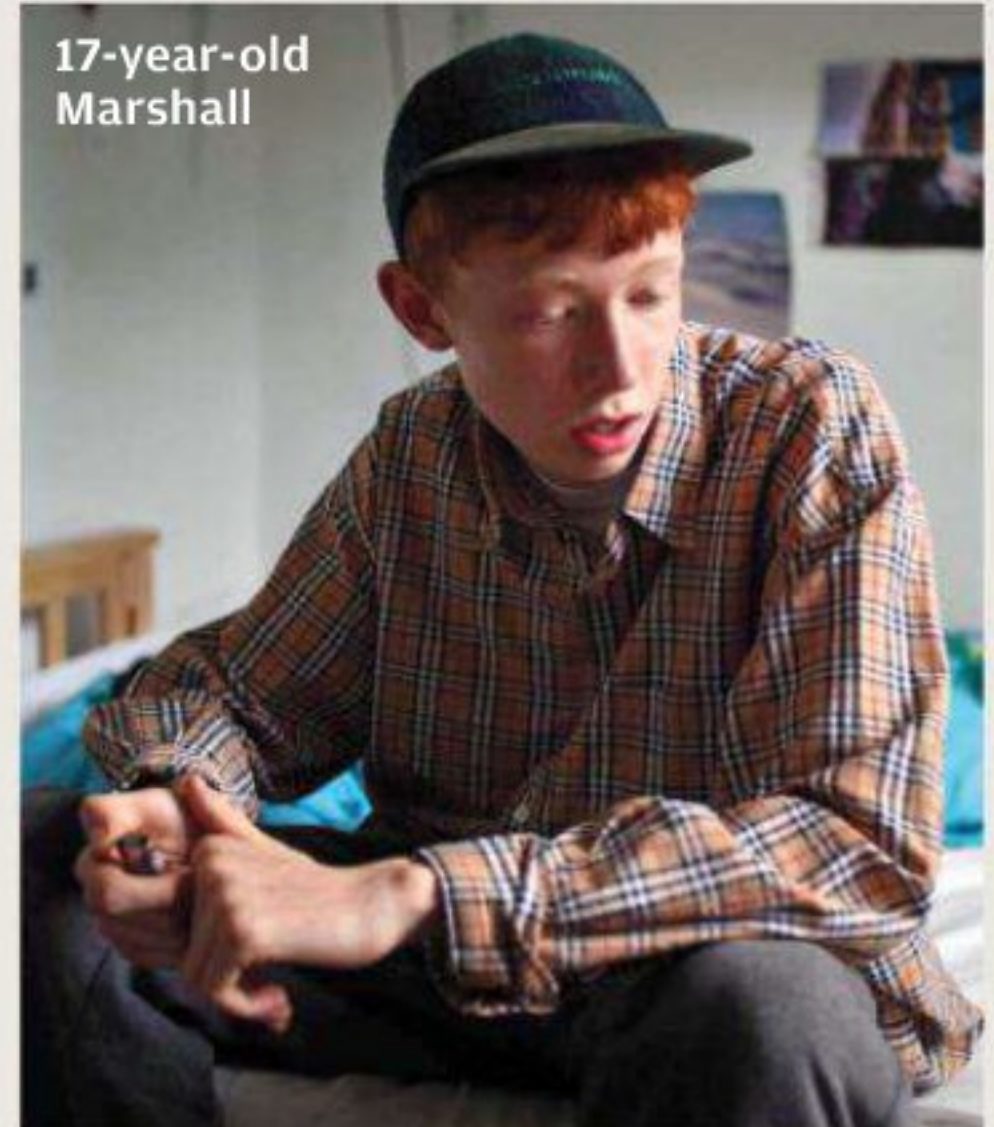


If you've ever slowly blinked back to consciousness in a dentist's chair, unable to distinguish dream from fact, you already know what King Krule sounds like. Archy Marshall, the 17-year-old who wrote and sing-mumbles this five-song EP, exaggerates his South East London accent and douses his voice in echo, so it's slurred and evasive. Slow hip-hop beats fade in, brush against sparse guitar chords, then disappear like a distant radio signal. The lyrics add to a feeling of unease, with references to a bloody bed, wounds, "ill health" and "spastic gyrations," but Marshall hides the words from listeners. He's built a singular world where nothing is in focus.

ROB TANNENBAUM

Key Tracks: "The Noose of Jah City," "Portrait in Black and Blue"

17-year-old Marshall



KEY FACTS

Hometown London

Backstory Marshall attended the famed BRIT School, and released his music online as Zoo Kid, a name he abandoned after deciding it was "immature."

Sounds Like A Perco-dan-addled Morrissey

singing through an oddly seductive haze of beats, guitars and samples.

Forebears Marshall claims both thick-accented Brits like Ian Dury and jazz-sampling rap groups (especially Gang Starr) as influences.

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THE RACE IS ON

Jeremy Irvine preps his steed for battle in *War Horse*.



Holiday Preview

Steven Spielberg's 'War Horse' leads a parade of year-end films that hope to grab love from audiences and Oscar By Peter Travers

War Horse

★★★★½

Jeremy Irvine, Emily Watson, Tom Hiddleston

Directed by Steven Spielberg

SORRY, HATERS. I DON'T care how much you think director Steven Spielberg is working you over with this tale of a English farm boy whose beloved horse, Joey, is sold off for service on the battlefields of World War I. Spielberg doesn't come from that cynical place where hack filmmakers (yes, you, Michael Bay) squeeze tears solely to squeeze our wallets. In adapting the acclaimed 1982 children's book by British author Michael Morpurgo, Spielberg stays respectful but not beholden to the source. Spielberg must also contend with award-winning New York and London stage productions of *War Horse*, with life-size horse puppets from the brilliant Handspring Puppet Company creating theatrical magic. Spielberg, by necessity, plays it for real. Reportedly, eight horses were used to portray Joey,

the remarkable red bay with a white cross emblazoned on his forehead and four perfectly matched white socks. But the film is so heartfelt and marvelously crafted by Spielberg, cinematographer Janusz Kaminski, editor Michael Kahn and screenwriters Lee Hall and Richard Curtis that odious comparisons are swept away.

War Horse dawdles a bit at first, establishing life on the Dartmoor farm, where the teenage Albert (Jeremy Irvine) lives with his drunken father

(Peter Mullan) and tough-minded mother (Emily Watson). The pace picks up to the surging John Williams score as soon as Joey is sold to the cavalry and shipped to France, where horses were used to haul supplies, pull guns and lead the charge into battle. Of the million horses that were sent abroad from the U.K., only 62,000 returned, the rest dying in the war or slaughtered for meat. No wonder Albert, now enlisted, is worried. A British officer (Tom Hiddleston,



GREAT MINDS
Reporter Tintin and dog Snowy on the case

so good you want more of him) befriends Albert and promises to send him news of Joey.

The film is really a series of encounters between Joey and those he meets, including a French girl (Celine Buckens) and her grandfather (a superb Niels Arestrup) and another horse, Triphorn. Spielberg keeps to the standards of the PG-13 rating without skimping on the realities of war. The scene of a frightened Joey charging across a scorched battlefield only to be tangled and bloodied by barbed wire is as harrowing as a subsequent moment, involving a German soldier and his British counterpart, is healing. *War Horse* gets to you. It's one from the heart.

The Adventures of Tintin ★★★★★½

Jamie Bell, Daniel Craig

Directed by Steven Spielberg

DOES STEVEN SPIELBERG ever sleep? On top of *War Horse*, here's this performance-capture, computer-animated 3D treasure hunt. Based on stories from the Belgian cartoonist Hergé, the movie concerns a young reporter from Brussels named Tintin (voiced by Jamie Bell), who can't stay out of trouble. Before you can say "Young Indy," Tintin and his scene-stealing dog, Snowy, are off chasing pirates, particularly the descendants of scurvy Red Rackham (Daniel Craig). Tintin and Snowy are forced to board a steamer led by booze hound Captain Haddock (a terrific Andy Serkis), whose whiskey breath is the equivalent of rocket fuel. Props to screenwriters Steven Moffat, Edgar Wright and Joe Cornish for never losing the story's sense of fun. No need to give away any more plot points. Though the jury of me is still out on the effectiveness of performance-capture (the eyes often look dead), Spielberg gives it his considerable all. The movie comes at you in a whoosh, like a volcano of creative ideas in full eruption. Presented as the first part of a trilogy produced by Spielberg and Peter Jackson, *The Adventures of Tintin* hits home for the kid in all of us who wants to bust out and run free.

The Iron Lady

★★★★½

Meryl Streep,
Jim Broadbent

Directed by Phyllida Lloyd

IS THERE ANYTHING THAT Meryl Streep can't do as an actress? One can only marvel at her virtuoso performance as Britain's Margaret Thatcher, the hardass ultraconservative who became the first woman prime minister, from 1979 to 1990. Screenwriter Abi Morgan goes softer on the Iron Lady, who revitalized Britain at the expense of widespread unemployment and social unrest, than, say, Elvis Costello, who spat out, "When England was the whore of the world/Margaret was her madam."

But then Streep and director Phyllida Law (*Mamma Mia!*) are hunting different game than a full-scale biopic. *The Iron Lady* is framed with Thatcher—weakened by old age and encroaching dementia (great makeup; *J. Edgar*, take note)—remembering her youth, her fight for political prominence in a world of men, her marriage to businessman Denis Thatcher (Jim Broadbent) and her neglect of him and their two children. Thatcher's chats with the ghost of her dead husband (bravo, Broadbent) are wonderfully droll. The sharp economy of Law's direction allows Streep to take snatches of a life and build a woman in full. This is acting of the highest order.

Young Adult

★★★★

Charlize Theron, Patton Oswalt, Patrick Wilson

Directed by Jason Reitman

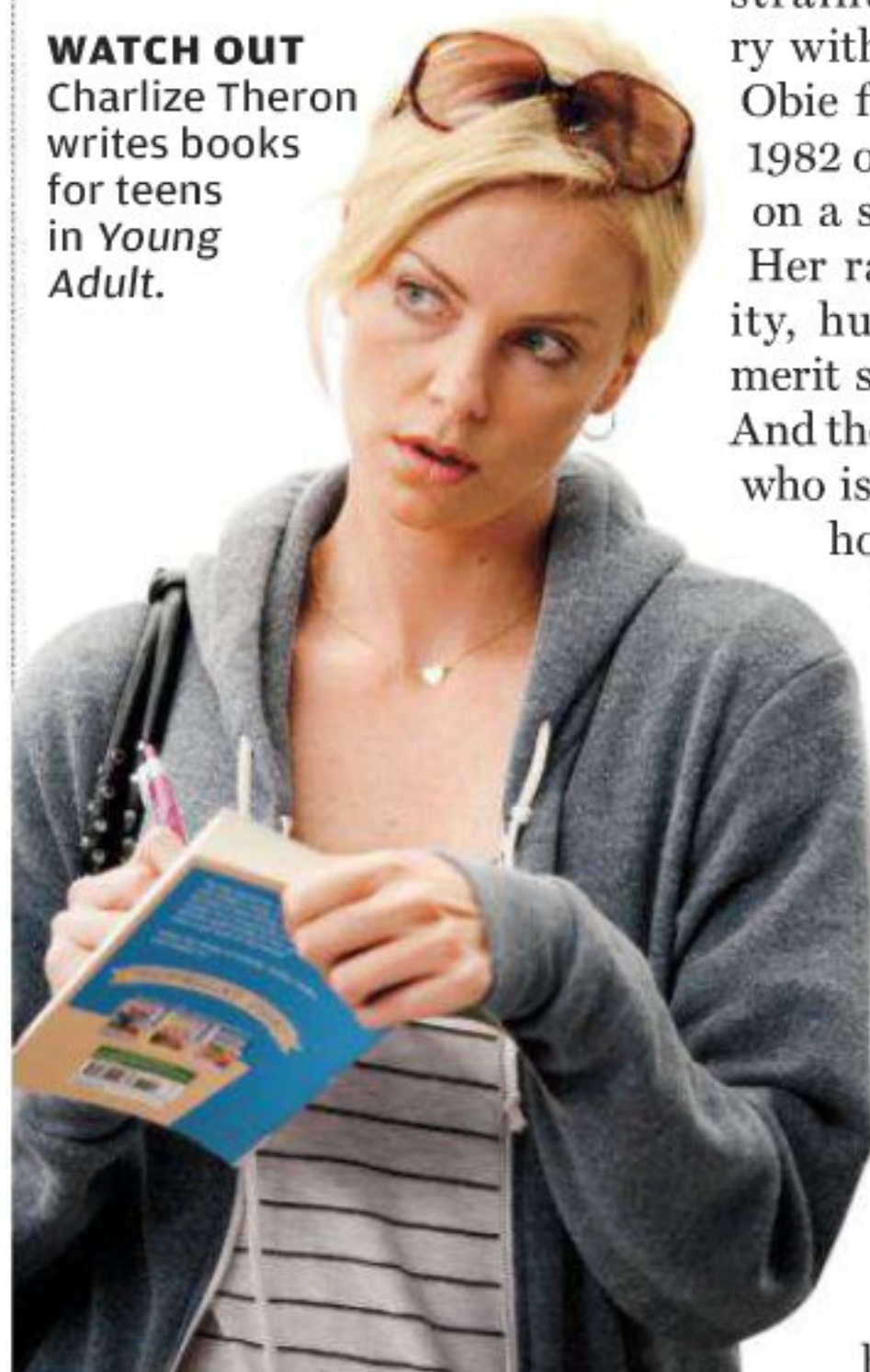
PLAYING MAVIS GARY, A thirtysomething author of young-adult fiction geared to flatter teen delusions, Charlize Theron comes out blazing with bitchery. Thackeray's Becky Sharp has nothing on Mavis. Recently divorced and nearing meltdown, big-city Mavis returns to her backwater Minnesota town to win back Buddy Slade (Patrick Wilson), the boy that got away. Pure YA stuff. One problem: Buddy is married, a new dad and not interested. Screenwriter Diablo Cody, famed for YA-themed movies such as *Juno* and *Jen-*



Oscar calling: Meryl Streep (1) plays Margaret Thatcher in *The Iron Lady*; Glenn Close (2) passes for a man in *Albert Nobbs*; Gary Oldman ferrets out a mole (3) in *Tinker Tailor Soldier Spy*.

nifer's *Body*, has this territory down cold. And her gutsy script is note-perfect, right down to Mavis' addiction to the Kardashians, Diet Coke and the fast-food dumps she visits with her laptop, the better to steal bons mots from teens with. Jason Reitman (*Juno*, *Up in the Air*) directs this tricky material—Mavis is someone you often want to throttle—with the ease and dexterity of a true pro. In this tale of stunted development, Theron is a comic force of nature, giving her character considerable density and humanity despite her monstrous aspects. And Patton Oswalt

WATCH OUT Charlize Theron writes books for teens in *Young Adult*.



deserves cheers as Matt, a former classmate who pops Mavis' delusions with soul-crushing honesty. His dark duet with Theron is funny, touching and vital. But fair warning: The laughs in *Young Adult* leave bruises.

Albert Nobbs

★★★★

Glenn Close, Janet McTeer

Directed by Rodrigo García

DELICATE BUSINESS IS BEING transacted in this tight and engrossing drama of sexual identity. Set in 19th-century Ireland, the film focuses on a woman who passes as a male butler in a Dublin hotel just to survive. Glenn Close plays Albert with transcendent restraint. Close has a history with the role. She won an Obie for Simone Benmussa's 1982 off-Broadway play based on a story by George Moore. Her range, energy, originality, humor and intelligence merit serious Oscar attention. And then there's Janet McTeer, who is pure pow as Hubert, a

house painter also passing as a man. There's a difference. Hubert has made a life for himself with a wife, while Albert stays closeted. It's Hubert who gives Albert the courage to court a hotel maid (Mia Wasikowska). As directed with grit and grace by Rodrigo García, this quietly devastating film goes bone-deep.

Tinker Tailor Soldier Spy

★★★★½

Gary Oldman, Colin Firth

Directed by Tomas Alfredson

GARY OLDMAN IS ONE OF THE best actors on the planet. Feel free to pay homage at *Tinker Tailor Soldier Spy*, the devilishly clever film version of John le Carré's iconic 1974 spy novel from Swedish director Tomas Alfredson (*Let the Right One In*), in which Oldman gives a performance that is flawless in every detail. This mind-bending thriller

infuses Cold War espionage with the hot immediacy of today's corporate treachery. Oldman plays George Smiley, a spymaster forced out of MI6 (the British Secret Intelligence Service), along with his boss (a hypnotically conniving John Hurt), for infamously botching a mission in Budapest. Alfredson stages the skulduggery for maximum suspense. Soon after, Smiley is brought back in, undercover, to ferret out a mole, a double agent selling out to the Russians. Colin Firth, Toby Jones, Ciarán Hinds and David Dencik power a dream cast as the chief suspects. Stir in a rogue agent (an explosive Tom Hardy), a youthful Smiley ally (the excellent Benedict Cumberbatch) and a former MI6 researcher (a dynamite Kathy Burke), and the movie ignites.

Sex (straight and gay) figures strongly in the spy game of manipulation. Each actor elevates the other's game. Watching Oldman parry with the electrifying Firth or put the screws to Hardy without raising his voice is a master class in film artistry. Oldman makes us brutally aware of the emotions roiling under the unruffled surface of this anti-James Bond, showing the sudden cruelty that tilts Smiley's moral balance until—even behind his owlish glasses—he can't see straight. As Alfredson directs the expert script by Peter Straughan and Bridget O'Connor, the film emerges as a tale of loneliness and desperation among men who can never disclose their secret hearts, even to themselves. It's easily one of the year's best films.

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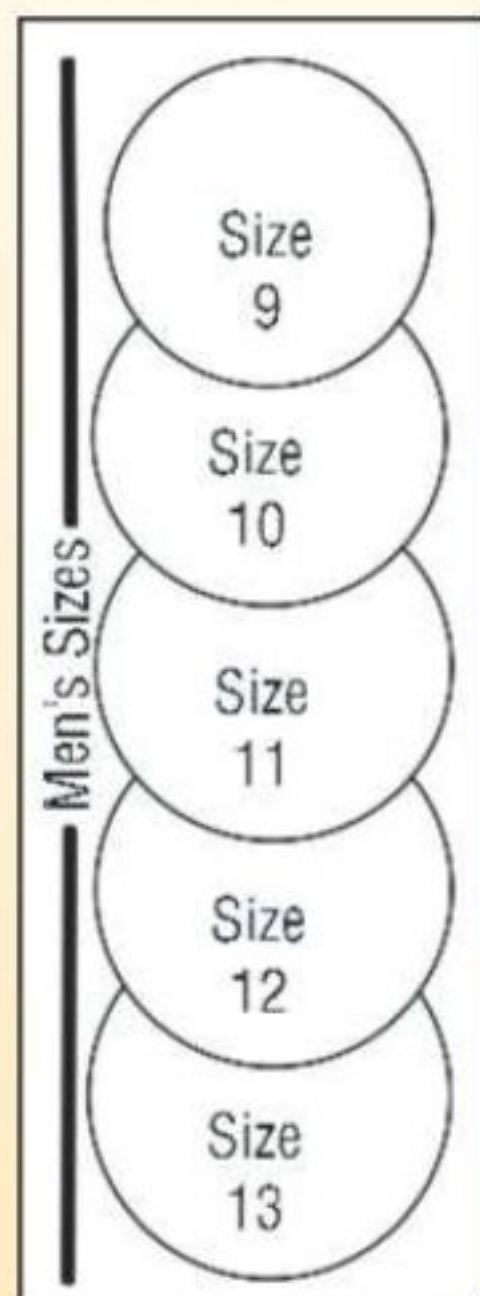


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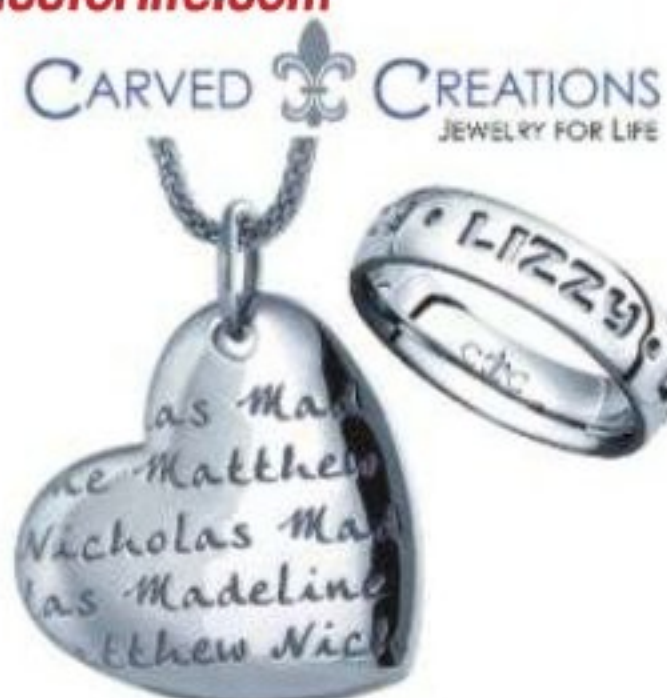
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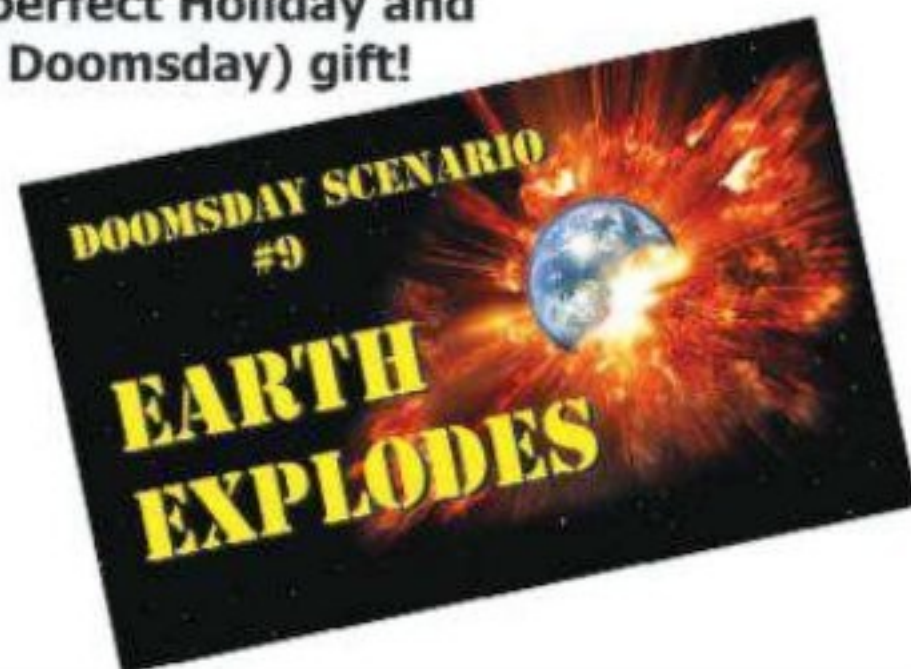
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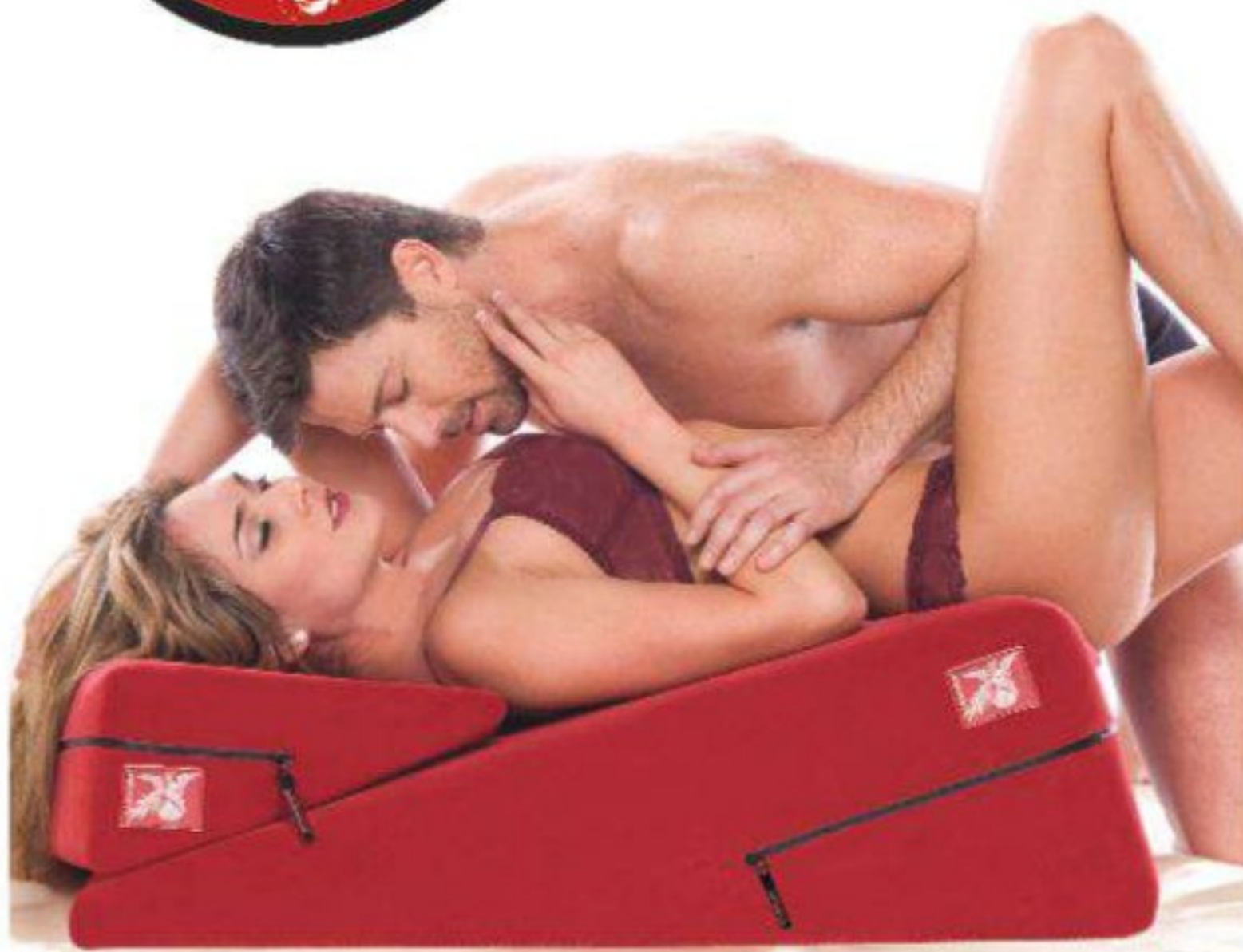


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CHARTS

iTUNES TOP 10 SONGS

- LMFAO**
"Sexy and I Know It" *Party Rock/Will.i.am/Cherrytree/Interscope*
- Bruno Mars**
"It Will Rain" *Elektra*
- Rihanna**
"We Found Love" *SRP/Def Jam*
- Flo Rida**
"Good Feeling" *Poe Boy/Atlantic*
- Katy Perry**
"The One That Got Away" *Capitol*
- Adele**
"Someone Like You" *XL/Columbia*
- Maroon 5**
"Moves Like Jagger" *A&M/Octone*
- Gym Class Heroes**
"Stereo Hearts" *Decaydance/Fueled by Ramen*
- David Guetta**
"Without You" *What a Music/Astralwerks/Capitol*
- LMFAO**
"Party Rock Anthem" *Party Rock/Will.i.am/Cherrytree/Interscope*

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COLLEGE RADIO TOP 10 ALBUMS

- M83**
Hurry Up, We're Dreaming *Mute*
- Real Estate**
Days *Domino*
- Tom Waits**
Bad as Me *Anti-*
- Atlas Sound**
Parallax *4AD*
- Feist**
Metals *Interscope*
- Wilco**
The Whole Love *Anti-*
- Phantogram**
Nightlife *Barsuk*
- Deer Tick**
Divine Providence *Partisan*
- Thee Oh Sees**
Carrion Crawler/The Dream (EP) *In the Red*
- Beets**
Let the Poison Out *Hardly Art*

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From the Vault

RS 97, December 9th, 1971

TOP 10 SINGLES

- Sly and the Family Stone**
"Family Affair" *Epic*
- Isaac Hayes**
"Theme From Shaft" *Enterprise*
- Chi-Lites**
"Have You Seen Her" *Brunswick*
- Michael Jackson**
"Got to Be There" *Motown*
- Three Dog Night**
"An Old Fashioned Love Song" *Dunhill*
- Bread**
"Baby I'm-A Want You" *Elektra*
- Cher**
"Gypsies, Tramps & Thieves" *Kapp*
- Sonny and Cher**
"All I Ever Need Is You" *Kapp*
- Melanie**
"Brand New Key" *Neighborhood*
- Les Crane**
"Desiderata" *Warner*



On the Cover

"For years I've had to live by the words of 'My Generation,' waiting for the day someone says, 'You said you hoped you'd die when you got old in that song. Well, you're old. What now?' Most people are too polite to say that to a dying pop star. But I say it often to myself." —Pete Townshend

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Top 40 Albums

- Michael Bublé**
Christmas 143/Reprise
- Nickelback**
Here and Now *Roadrunner*
- Rihanna**
Talk That Talk *SRP/Def Jam*
- Drake**
Take Care *Young Money/Cash Money*
- Mary J. Blige**
My Life II... The Journey Continues (Act 1) *Matriarch/Geffen*
- Justin Bieber**
Under the Mistletoe *Schoolboy/BMG/Island*
- Adele**
21 *XL/Columbia*
- Daughtry**
Break the Spell *19*
- Scotty McCreery**
Clear as Day *19/Mercury Nashville*
- Coldplay**
Mylo Xyloto *Capitol*
- Taylor Swift**
Speak Now: World Tour Live CD and DVD *Big Machine*
- Big Time Rush**
Elevate (Soundtrack) *Nickelodeon/Columbia*
- NOW 40**
Various Artists *Universal/EMI/Sony Music*
- Andrea Bocelli**
Concerto: One Night in Central Park *Sugar*
- Lil Wayne**
Tha Carter IV *Young Money/Cash Money*
- LMFAO**
Sorry for Party Rocking *Party Rock/Will.i.am/Cherrytree/Interscope*
- The Band Perry**
The Band Perry *Republic Nashville*
- The Twilight Saga**
Breaking Dawn: Part 1 (Soundtrack) *Summit/Chop Shop/Atlantic*
- Bob Seger and the Silver Bullet Band**
Ultimate Hits: Rock and Roll Never Forgets *Hideout/Capitol*
- Maroon 5**
Hands All Over *A&M/Octone*
- Lady Gaga**
Born This Way *Streamline/KonLive/Interscope*
- Lady Antebellum**
Own the Night *Capitol Nashville*
- Casting Crowns**
Come to the Well *Beach Street/Reunion*
- Michael Jackson**
Immortal *MJJ/Epic*
- Kelly Clarkson**
Stronger *19*
- Glee: The Music**
The Christmas Album: Volume 2 *20th Century Fox TV/Columbia*
- Yelawolf**
Radioactive *Ghet-o-Vision/Shady/DGC/Interscope*
- Susan Boyle**
Someone to Watch Over Me *Syco/Columbia*
- Florence and the Machine**
Ceremonials *Universal Republic*
- Jay-Z and Kanye West**
Watch the Throne *Roc-a-Fella/Roc Nation/Def Jam*
- Selena Gomez and the Scene**
When the Sun Goes Down *Hollywood*
- Jackie Evancho**
Heavenly Christmas *Syco/Columbia*
- Toby Keith**
Clancy's Tavern Show Dog *Universal*
- Landau Eugene Murphy Jr.**
That's Life *Syco/Columbia*
- Foster the People**
Torches *Startime/Columbia*
- James Durbin**
Memories of a Beautiful Disaster *Wind-Up*
- Jason Aldean**
My Kinda Party *Broken Bow*
- The Muppets**
Soundtrack *Walt Disney*
- Taylor Swift**
Speak Now *Big Machine*
- Tim McGraw**
Number One Hits *Curb*



Pop Some Bublé

The crooner's Christmas set - featuring standards from "Jingle Bells" to a duet with Shania Twain on "White Christmas" - is his third straight Number One.



Guess Who's Back?

NFL fans protested Nickelback's Thanksgiving halftime show, but the band had the last laugh: Its seventh album debuted with 227,000 copies sold.



Stuck on Ri-peat

With her club smash "We Found Love" dominating radio, Rihanna sold a solid 197,000 copies of *Talk That Talk* - her third album in the past three years.



Long Live the King

Immortal - a collection of remixed Michael Jackson hits from Cirque du Soleil's new MJ-themed show - sold 43,000 copies in Week One.

00 Chart position on Nov. 30th, 2011
00 Chart position on Nov. 23rd, 2011
NEW New Entry ↑ Greatest Gainer
2ND Re-Entry
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